

DIVISION OF OIL, GAS AND MINING

APPLICATION FOR PERMIT TO DRILL OR DEEPEN

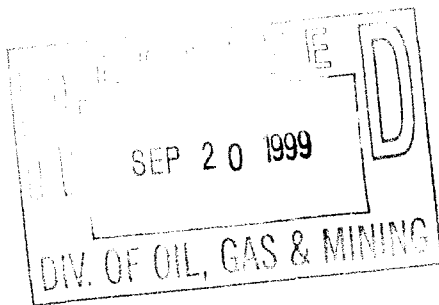
| | | |
|---|--|--|
| 1A. Type of Work: DRILL <input checked="" type="checkbox"/> DEEPEN <input type="checkbox"/> | | 5. Lease Designation and Serial Number: ML-47795 |
| B. Type of Well: OIL <input type="checkbox"/> GAS <input checked="" type="checkbox"/> OTHER Water Disposal SINGLE ZONE <input checked="" type="checkbox"/> MULTIPLE ZONE <input type="checkbox"/> | | 6. If Indian, Allottee or Tribe Name: N/A |
| 2. Name of Operator: River Gas Corporation | | 7. Unit Agreement Name: Drunkards Wash UTU-67921X |
| 3. Address and Telephone Number: 1305 South 100 East, Price, UT 84501 (435)637-8876 | | 8. Farm or Lease Name: Utah |
| 4. Location of Well (Footages) At Surface: 1462.26' FSL, 1488.8' FWL At Proposed Producing Zone: | | 9. Well Number: 02-405 |
| 10. Field or Pool, or Wildcat: Drunkards Wash | | 11. Qtr/Qtr, Section, Township, Range, Meridian: NE/4, SW/4 Section 2, T14S, R9E, SLB&M |
| 14. Distance in miles and direction from nearest town or post office: 4 miles south of Price, Utah | | 12. County: Carbon |
| 13. State: UTAH | | 15. Distance to nearest property or lease line (feet): 1462' |
| 16. Number of acres in lease: 645.7 acres | | 17. Number of acres assigned to this well: 160 acres |
| 18. Distance to nearest well, drilling, completed, or applied for, on this lease (feet): 2750' | | 19. Proposed Depth: 2860' |
| 20. Rotary or cable tools: Rotary | | 21. Elevations (show whether DF, RT, GR, etc.): 5741.84' |
| 22. Approximate date work will start: May 2000 | | |

CONFIDENTIAL

PROPOSED CASING AND CEMENTING PROGRAM

| SIZE OF HOLE | GRADE, SIZE OF CASING | WEIGHT PER FOOT | SETTING DEPTH | QUANTITY OF CEMENT |
|--------------|-----------------------|-----------------|---------------|--|
| 15" | 12-3/4" | Conductor | 40' | 110 sks G+2%CaCl+1/4#per sack floccel |
| 11" | J-55 8-5/8" | 24#/ft | 285' | 250 sks 50/50poz8%gel+2%CaCl+10%extender |
| 7-7/8" | N-80 5-1/2" | 17#/ft | 2850' | 85 sks "G" thixotropic |

DESCRIBE PROPOSED PROGRAM: If proposal is to deepen, give data on present productive zone and proposed new productive zone. If proposal is to drill or deepen directionally, give pertinent data on subsurface locations and measured and true vertical depths. Give blowout preventer program, if any.*



24.

Name & Signature: Cal Hurtt *Cal Hurtt* Title: Development Manager Date: 9/9/99

(This space for state use only)

API Number Assigned: 43-007-30607

Approval:

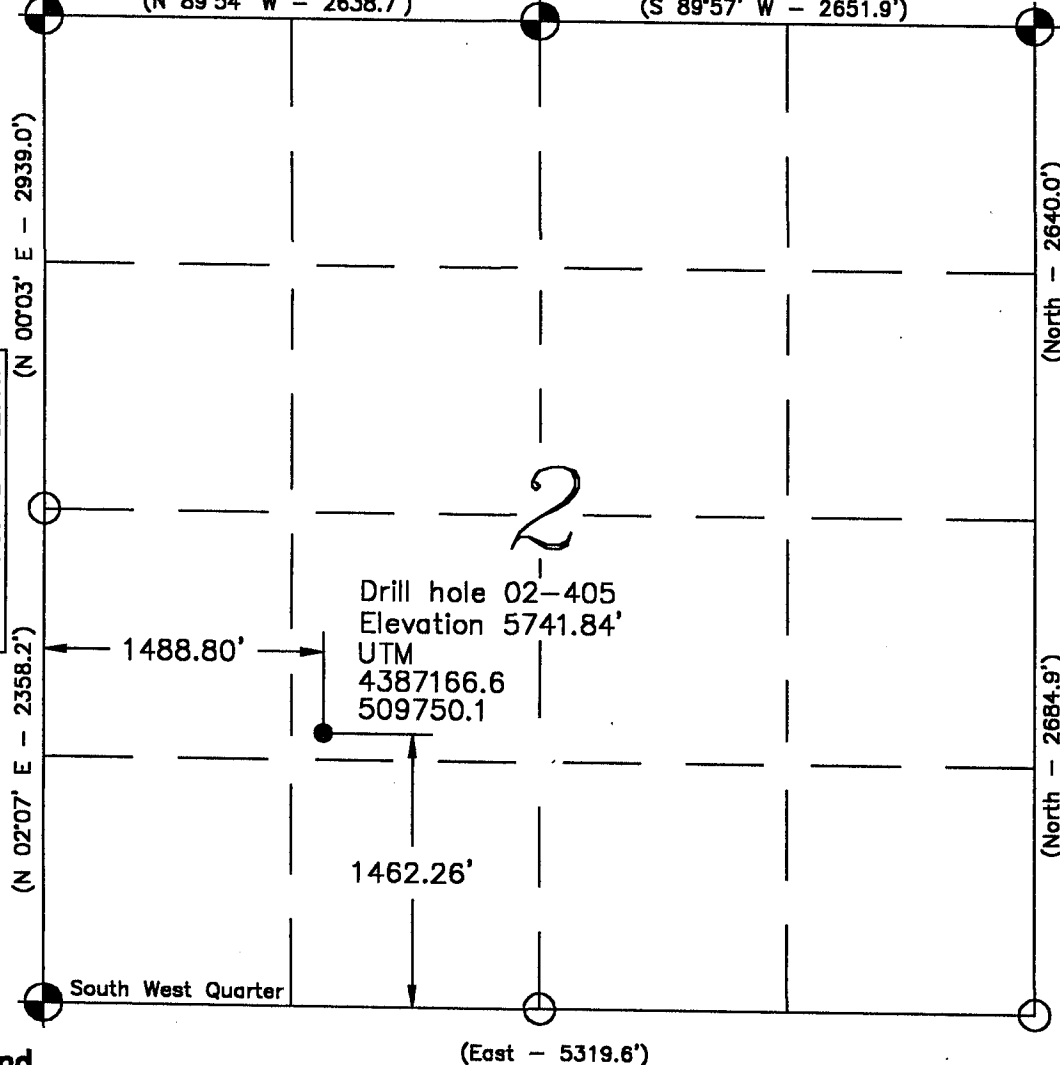
Approved by the
Utah Division of
Oil, Gas and Mining

Date: 10/7/99
By: [Signature]

Range 9 East

N 89°54'57" W - 2629.2'
(N 89°54' W - 2638.7')

S 89°54'59" W - 2650.8'
(S 89°57' W - 2651.9')



Township 14 South

Legend

- Drill Hole Location
- ⊙ Brass Cap (Found)
- Brass Cap (Searched for, but not found)
- △ Calculated Corner
- () GLO
- GPS Measured

C.C. Carbon County Monument
(Aluminum Cap)

Location:

The Bearings indicated are per the recorded plat obtained from the U.S. Land Office or Carbon County. The well location was determined using a Trimble 4700 GPS survey grade unit.

Basis of Elevation:

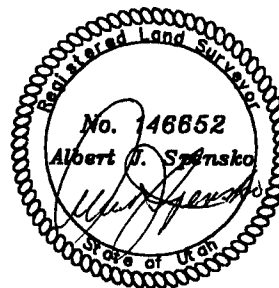
Basis of Elevation of 5875' being at the Northeast Section Corner of Section 2, Township 14 South, Range 9 East, Salt Lake Base and Meridian.

Description of Location:

Proposed Drill Hole located in the NE1/4 SW1/4 of Section 2, T14S, R9E, SLB&M, being 1462.3' North and 1488.8' East from the Southwest Corner of Section 2, T14S, R9E, Salt Lake Base & Meridian.

Surveyor's Certificate:

I, Albert J. Spensko, a Registered Professional Land Surveyor, holding Certificate 146652 State of Utah, do hereby certify that the information on this drawing is a true and accurate survey based on data of record and was conducted under my personal direction and supervision as shown hereon.



Talon Resources, Inc.
375 South Carbon Avenue, Suite 126
Price, Utah 84501
Ph: 435-637-5032 ext. 711
Fax: 435-748-5085

RIVER GAS CORPORATION
WELL # 02-405
Section 2, T14S, R9E, S.L.B.&M.
Carbon County, Utah

| | |
|---------------------------|-----------------------|
| Drawn By: D. Robertson | Checked By: L.W.J. |
| Drawing No. A-1 | Date: 8/9/99 |
| | Scale: 1" = 1000' |
| Sheet 1 of 4 | Job No. 015 |

GRAPHIC SCALE

0 500' 1000'
(IN FEET)
1 inch = 1000 ft.



RIVER GAS CORPORATION

UTAH OPERATIONS

1305 South 100 East

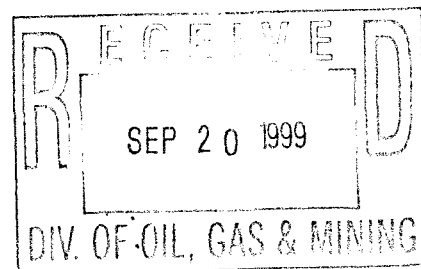
Price, Utah 84501

Bus. (435) 637-8876

FAX (435) 637-8924

September 16, 1999

Mr. John Baza
State of Utah
Division of Oil, Gas and Mining
1594 West North Temple, Suite 1210
SLC, Utah 84114-5801



RE: Application for Permit to Drill-
Utah 2-405, NE/4 SW/4 Sec.2
T14S, R9E, SLB & M, Carbon County, Utah

Dear Mr. Baza:

Enclosed is the original of the *Application for Permit to Drill* (APD). Included with the APD is the following information:

Exhibit "A" - Survey Plat of the Proposed Well Site;

Exhibit "B" - Proposed Location Map with Pipeline, Power, and Road Access;

Exhibit "C" - Drilling Site Layout;

Exhibit "D" - Drilling Information

Exhibit "E" - Multipoint Surface Use Plan

Exhibit "F" - Typical Road Cross-section;

Exhibit "G" - BOP Diagram;

Exhibit "H" - Typical Wellhead Manifold;

Exhibit "I" - Evidence of Bond;

ORIGINAL

CONFIDENTIAL

Please accept this letter as River Gas Corporation's written request for confidential treatment of all information contained in and pertaining to this permit application, if said information is eligible for such consideration.

This well is located further than 460' from the exterior boundary of the Drunkards Wash Federal Unit and from the boundary of any uncommitted tract within the Drunkards Wash Federal Unit and will not require the administrative approval in accordance with Utah Administrative Code Rule R649-3-3.

Thank you very much for your timely consideration of this application. Please feel free to contact me if you have any questions.

Sincerely,

A handwritten signature in cursive script, appearing to read "Cal Hurtt".

Cal Hurtt
Development Manager

cc: Mr. Eric Jones, BLM, Moab, Utah
Mr. Chuck Snure, Texaco
Mr. Joe Coughlin, Dominion Resources
Mr. Don Stephens, BLM, Price, Utah
Mrs. Tammie Butts, River Gas Corporation
Mr. Dave Lavanger, Carbon County Planning and Zoning
RGC Well File

EXHIBIT "D"
DRILLING PROGRAM

Attached to Form 3
River Gas Corp.
Utah 02-405
NE/4, SW/4, Sec. 2, T14S, R9E, SLB & M
1462.26' FSL, 1488.8' FWL
Carbon County, Utah

1. The Surface Geologic Formation

Mancos Shale

2. Estimated Tops of Important Geologic Markers

Blue Gate/Ferron 2350'

3. Projected Gas & H2O zones (Ferron Formation)

Coals and sandstones 2370' - 2510' (TD 2850')

No groundwater is expected to be encountered.

Casing & cementing will be done to protect potentially productive hydrocarbons, lost circulation zones, abnormal pressure zones, and prospectively valuable mineral deposits. All indications of usable water will be reported.

Surface casing will be tested to 1400 psi.

4. The Proposed Casing and Cementing Programs

| <u>HOLE SIZE</u> | <u>SETTING DEPTH (INTERVAL)</u> | <u>SIZE (OD)</u> | <u>WEIGHT, GRADE & JOINT</u> | <u>NEW, USED</u> |
|----------------------|-------------------------------------|----------------------|--------------------------------------|----------------------|
| 15" | 40' | 12-3/4" | Conductor | New |
| 11" | 285' | 8-5/8" | 24#LT&C | New |
| 7-7/8" | 2840' | 5-1/2" | 17#LT&C | New |

Cement Program - Every attempt will be made to bring cement back to surface.

Surface Casing: 110 sks G+2%CaCl+1/4#per sack floccel; 15.8#/gal, density, 1.15 cu.ft/sk yield.

Production Casing: 250 sks 50/50 poz 8%gel +2%CaCl+10%extender; 12.5#/gal, density, 1.92 cu.ft/sk yield.

85 sks "G" thixotropic, 14.2#/gal density, 1.61 cu.ft/sk yield.

The following shall be entered in the driller's log:

- 1) Blowout preventer pressure tests, including test pressures and results;
- 2) Blowout preventer tests for proper functioning;
- 3) Blowout prevention drills conducted;
- 4) Casing run, including size, grade, weight, and depth set;
- 5) How the pipe was cemented, including amount of cement, type, whether cement circulated, location of the cementing tools, etc.;
- 6) Waiting on cement time for each casing string;
- 7) Casing pressure tests after cementing, including test pressures and results.

5. The Operator's Minimum Specifications for Pressure Control

Exhibit "G" is a schematic diagram of the blowout preventer equipment. A double gate 3000 psi BOPE will be used with a rotating head. This equipment will be tested to 2000 psi. All tests will be recorded in a Driller's Report Book. Physical operation of BOP's will be checked on each trip.

6. The Type and Characteristics of the Proposed Circulating Muds

| | | |
|--------|-------------|---|
| 0-300 | 11" hole | Drill with air, will mud-up if necessary. |
| 300-TD | 7 7/8" hole | Drill with air. 400 psi @ 1500-1800 Scf. |

7. The Testing, Logging and Coring Programs are as followed

300-TD Gamma Ray, Density, Neutron Porosity, Induction, Caliper

Any Anticipated Abnormal Pressures or Temperatures

No abnormal pressures or temperatures have been noted or reported in wells drilled in the area nor at the depths anticipated in this well. Bottom hole pressure expected is 1400 psi max. No hydrogen sulfide or other hazardous gases or fluids have been found, reported or are known to exist at these depths in the area.

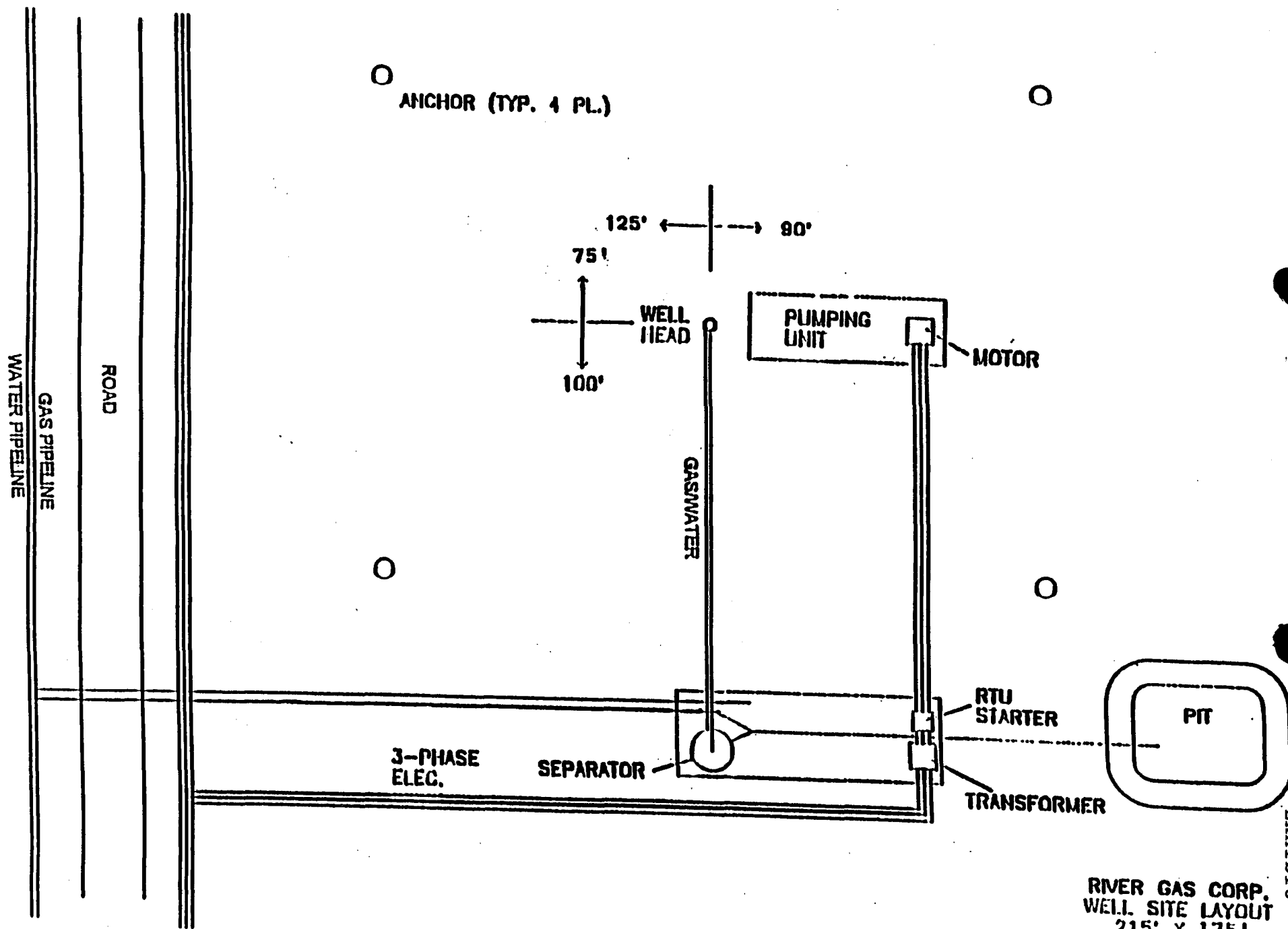
8. Anticipated Starting Date and Duration of the Operations.

The well will be drilled around May 2000.

Verbal and/or written notifications listed below shall be submitted in accordance with instructions from the Division of Oil, Gas & Mining:

- (a) prior to beginning construction;
- (b) prior to spudding;
- (c) prior to running any casing or BOP tests;
- (d) prior to plugging the well, for verbal plugging instructions.

Spills, blowouts, fires, leaks, accidents or other unusual occurrences shall be reported to the Division of Oil, Gas & Mining immediately.



RIVER GAS CORP.
WELL SITE LAYOUT
215' X 175'

Exhibit "E"

EXHIBIT "E"
MULTIPOINT SURFACE USE PLAN

Attached to Form 3
River Gas Corp.
Utah 02-405
NE/4, SW/4, Sec. 2, T14S, R9E, SLB & M
1462.26' FSL, 1488.8' FWL
Carbon County, Utah

1. Existing Roads

- a. We do not plan to change, alter or improve upon any existing state or county roads.
- b. Existing roads will be maintained in the same or better condition. See Exhibit "B".

2. Planned Access

Approximately 4000' of new access is required (See Exhibit "B")

- a. Maximum Width: 20' travel surface with 27' base
- b. Maximum grade: 6%
- c. Turnouts: None
- d. Drainage design: 4 culverts may be required. Water will be diverted around well pad as necessary.
- e. If the well is productive, the road will be surfaced and maintained as necessary to prevent soil erosion and accommodate year-round traffic.
- f. Pipe and Power lines will follow the proposed access road.

3. Location of Existing Wells

- a. See Exhibit "B". There are 6 proposed and 3 existing wells within a one mile radius of the proposed location.

4. Location of Existing and/or Proposed Facilities

- a. If the well is a producer, installation of production facilities will be as shown on Exhibit "H". Buried powerlines run along access on the east and north, gathering lines on the south or west.
- b. Rehabilitation of all pad areas not used for production facilities will be made in accordance with landowner stipulations.

5. Location and Type of Water Supply

- a. Water to be used for drilling will be purchased from the Price River Water Improvement District (a local source of municipal water) (tel. 435-637-6350).
- b. Water will be transported by truck over approved access roads.
- c. No water well is to be drilled for this location.

6. Source of Construction Materials

- a. Any necessary construction materials needed will be obtained locally and hauled to the location on existing roads.
- b. No construction or surfacing materials will be taken from Federal/Indian land.

7. Methods for handling waste disposal

- a. As the well will be air drilled, a small reserve pit will be constructed with a minimum of one-half the total depth below the original ground surface on the lowest point within the pit. The pit will not be lined unless conditions encountered during construction warrant it or if deemed necessary by the DOGM representative during the pre-site inspection. Three sides of the reserve pit will be fenced within 24 hours after completion of construction and the fourth side within 24 hours after drilling operation cease with woven wire topped with barbed wire to a height of not less than four feet. The fence will be kept in good repair while the pit is drying.
- b. Following drilling, the liquid waste will be evaporated from the pit and the pit back-filled and returned to natural grade. No liquid hydrocarbons will be discharged to the reserve pit or location.
- c. In the event fluids are produced, any oil will be retained in tankage until sold and any water produced will be retained until its quality can be determined. The quality and quantity of the water will determine the method of disposal.
- d. Trash will be contained in a portable metal container and will be hauled from location periodically and disposed of at an approved disposal site. Chemical toilets will be placed on location and sewage will be disposed of at an appropriate disposal site.

8. Ancillary Facilities

- a. We anticipate no need for ancillary facilities with the exception of one trailer to be located on the drill site.

9. Wellsite Layout

- a. Available topsoil will be removed from the location and stockpiled. Location of mud tanks, reserve and berm pits, and soil stockpiles will be located as shown on the attachments.
- b. A blooie pit will be located 100' from the drill hole. A line will be placed on the surface from the center hole to the pit. The pit will not be lined, but will be fenced on four sides to protect livestock/wildlife.
- c. Access to the well pad will be as shown on Exhibit "B".
- d. Natural runoff will be diverted around the well pad.

10. Plans for Restoration of Surface

- a. All surface areas not required for producing operations will be graded to as near original condition as possible and contoured to maintain possible erosion to a minimum.
- b. Available topsoil will be stockpiled and will be evenly distributed over the disturbed areas and the area will be reseeded as prescribed by the landowner.
- c. Pits and any other area that would present a hazard to wildlife or livestock will be fenced off when the rig is released and removed.

11. Surface Ownership:

- a. The wellsite and access road will be constructed on lands managed by The Bureau of Land Management. The operator shall contact the BLM authorized Officer representative and the Division of Oil, Gas and mining 48 hours prior to beginning construction activities.

12. **Other Information:**

- a. The primary surface use is farming and grazing. The nearest dwelling is approximately 6000 feet east
- b. Nearest live water is Carbon Canal, 400' north.
- c. If there is snow on the ground when construction begins, it will be removed before the soil is disturbed and piled downhill from the topsoil stockpile location.
- d. The backslope and foreslope will be constructed no steeper than 4:1.
- e. All equipment and vehicles will be confined to the access road and well pad.
- f. A complete copy of the approved Application for Permit to Drill (APD) including conditions and stipulations, shall be on the wellsite during construction and drilling operations

There will be no deviation from the proposed drilling and/or workover program without prior approval from the Division of Oil, Gas & Mining.

13. Company Representative

Cal Hurtt
Development Manager
River Gas Corporation
1305 So. 100 E.
Price, Utah 84501
(435) 637-8876
(435) 820-8557

Mail Approved A.P.D. To:

Company Representative

Excavation Contractor

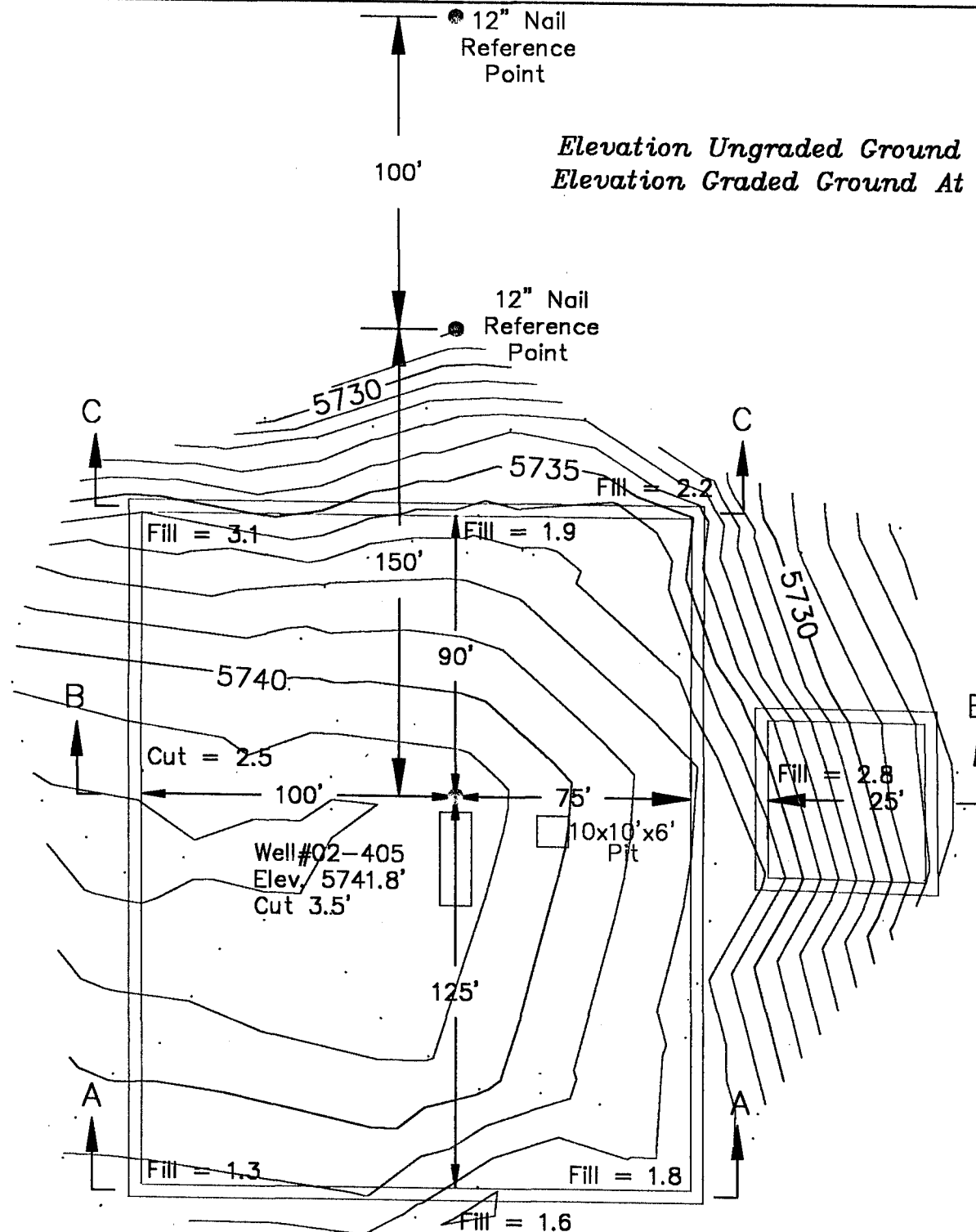
Nelco Contractors Inc.
Larry Jensen
(435) 637-3495
(435) 636-5268

14. Certification

I hereby certify that I, or persons under my direct supervision have inspected the proposed drillsite and access route; that I am familiar with the conditions which presently exist; that the statements made in this plan are, to the best of my knowledge, true and correct, and that the work associated with the operations proposed herein will be performed by River Gas Corp. and its subcontractors in conformity with this plan and the terms and conditions under which it is approved.

9/9/99
Date

Cal Hurtt
Cal Hurtt
Development Manager
River Gas Corporation



Elevation Ungraded Ground at Location Stake = 5741.8'
Elevation Graded Ground At Location Stake = 5738.3'



Talon Resources, Inc.
 375 South Carbon Avenue, Suite 128
 Price, Utah 84501
 Ph: 435-637-5032 ext. 711
 Fax: 435-748-5085

RIVER GAS CORPORATION
LOCATION LAYOUT
 Section 2, T14S, R9E, S.L.B.&M.
WELL # 02-405

Drawn By:
D. Robertson

Checked By:
L.W.J.

Drawing No.

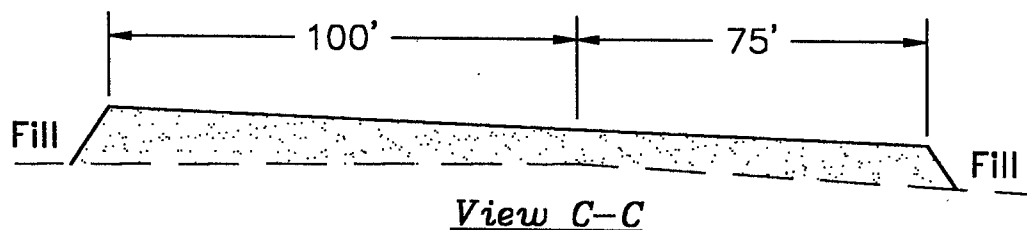
A-2

Date:
8/10/99

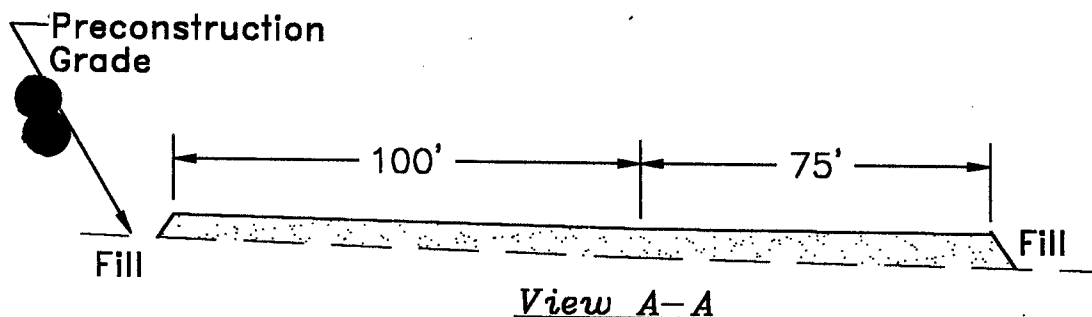
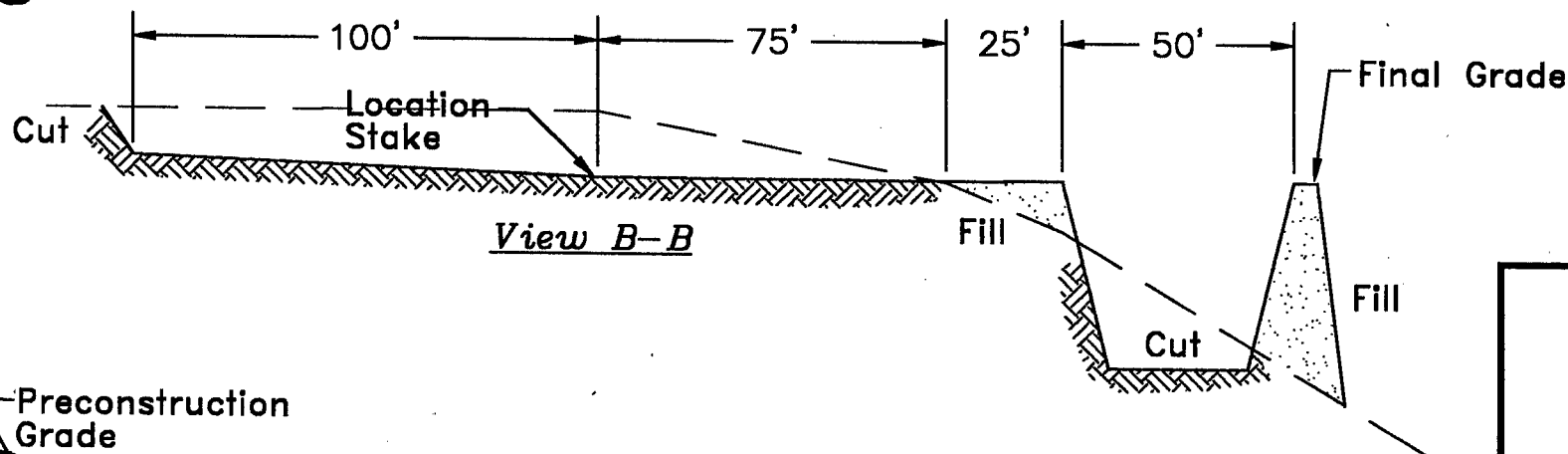
Scale:
1" = 50'

Sheet 2 of 4

Job No.
015

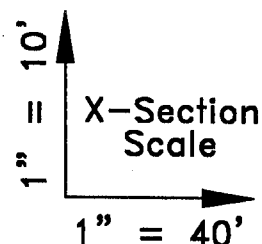


Slope - 1 1/2:1
(Except Pit)
Pit Slope = 1:1



Approximate Yardages

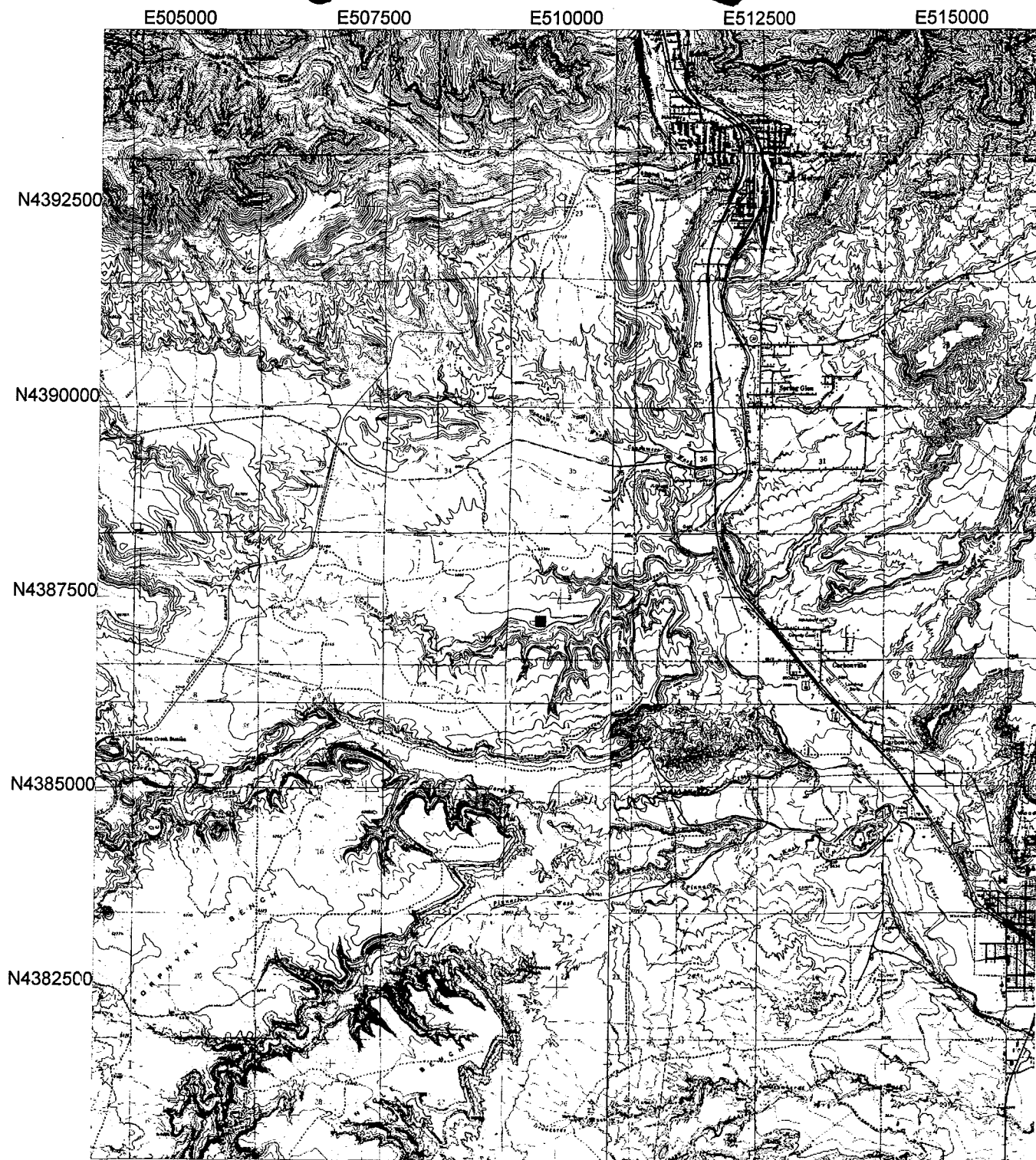
| | |
|------------------------|---------------------------|
| Cut | |
| (6") Topsoil Stripping | = 750.00 Cu. Yds. |
| Remaining Location | = 1712.24 Cu. Yds. |
| TOTAL CUT | = 2462.24 Cu. Yds. |
| TOTAL FILL | = 1668.57 Cu. Yds. |



Talon Resources, Inc.
375 South Carbon Avenue, Suite 126
Price, Utah 84501
Ph: 435-637-5032 ext. 711
Fax: 435-748-5085

RIVER GAS CORPORATION
TYPICAL CROSS SECTIONS
Section 2, T14S, R9E, S.L.B.&M.
WELL # 02-405

| | |
|---------------------------|-----------------------|
| Drawn By: D. Robertson | Checked By: L.W.J. |
| Drawing No. C-1 | Date: 8/10/99 |
| | Scale: As Shown |
| Sheet 3 of 4 | Job No. 015 |



Utah 02-405

Universal Transverse Mercator
North 12
NAD83 (Conus)



Scale 1:75000
0 8000
Feet

8/27/1999
Pathfinder Office™
Trimble

APPROXIMATE LAYOUT OF RIG & EQUIPMENT

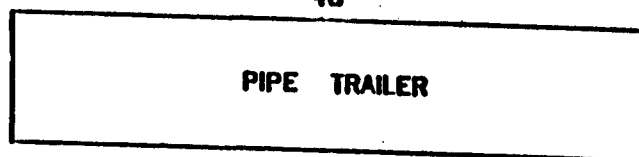


LIGHT
PLANT



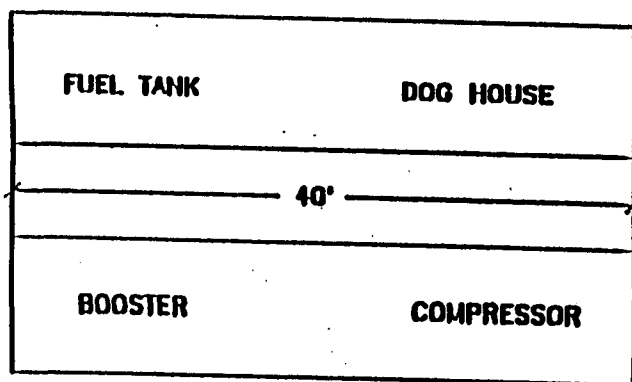
LIGHT
PLANT

40'



PIPE TRAILER

O HOLE



FUEL TANK

DOG HOUSE

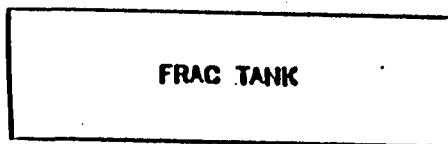
40'

BOOSTER

COMPRESSOR

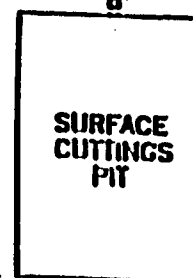
45'

RIG



FRAC TANK

8'

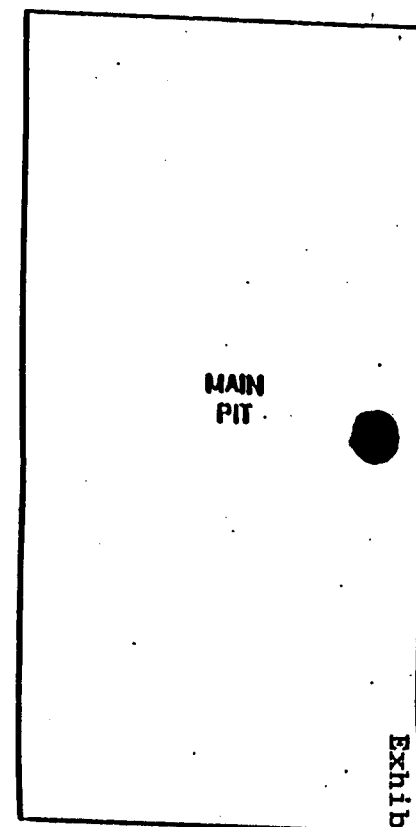


SURFACE
CUTTINGS
PIT

20'

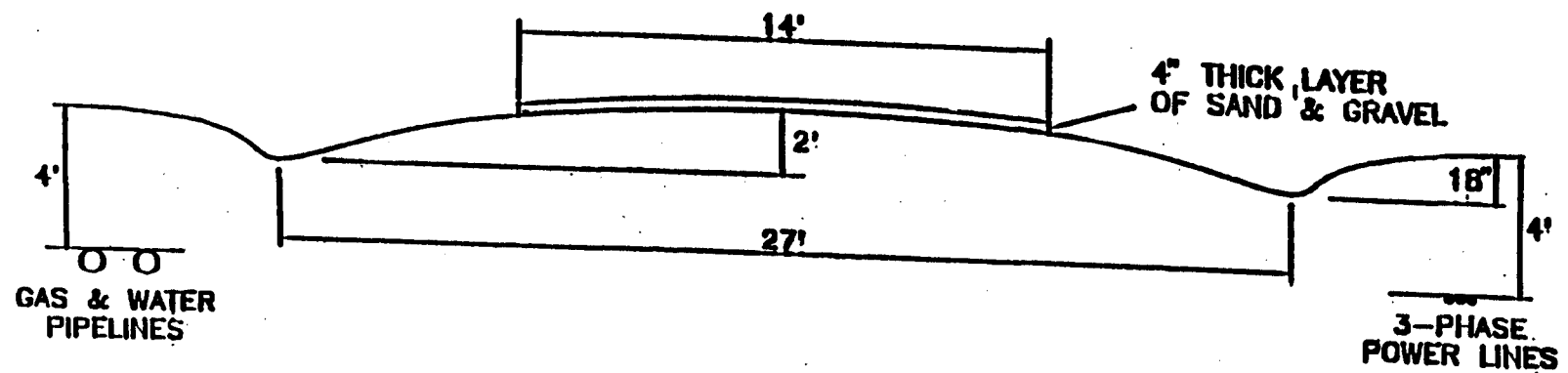


AUX
COMP.

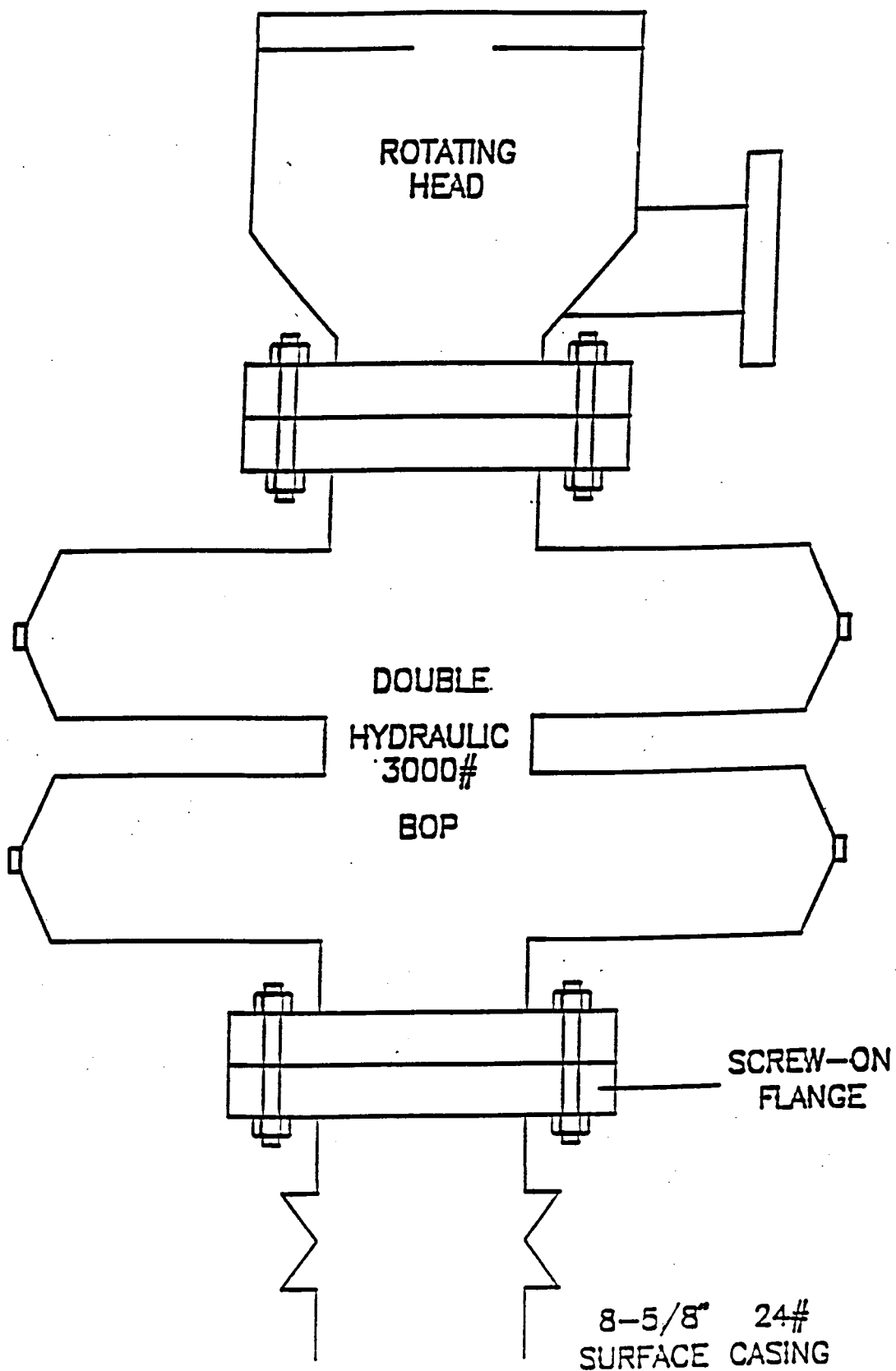


MAIN
PIT

TYPICAL ROAD CROSS-SECTION

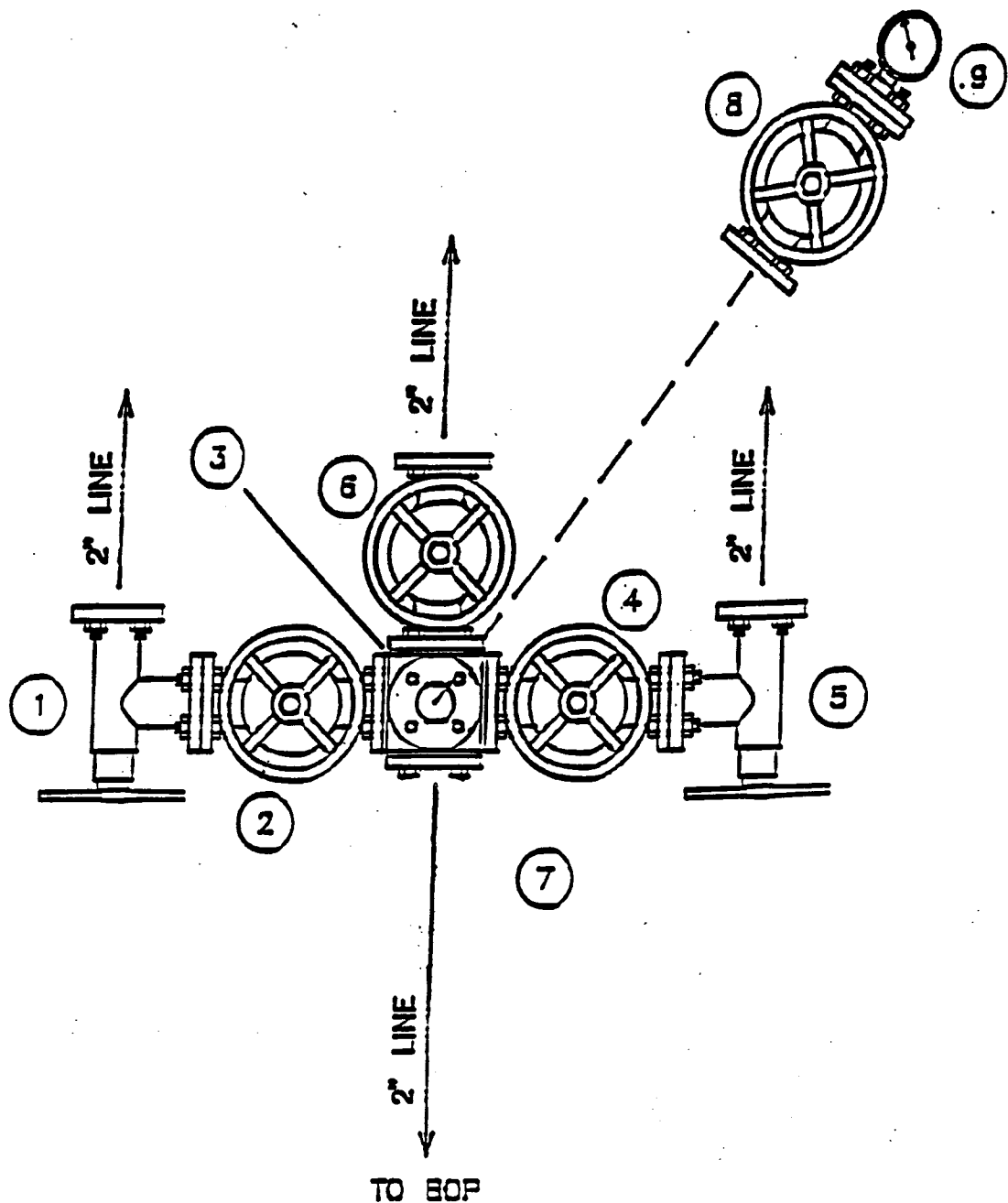


DIVERTER HEAD



- (1) 2" 5M FLANGED CHOKE
- (2) 2" 5M GATE VALVE (FLANGED)
- (3) 2" 5M STUDDED CROSS
- (4) 2" 5M GATE VALVE (FLANGED)
- (5) 2" 5M FLANGED CHOKE
- (6) 2" 5M GATE VALVE (FLANGED)
- (7) 2" LINE
- (8) 2" 5M GATE VALVE (FLANGED)
- (9) 3000# GAUGE

NOTE:
NUMBER 8 GATE VALVE
SITS ON TOP OF MANIFOLD
BETWEEN STUDDED CROSS
AND 3000# GAUGE.



AND A NEW 2" BALL VALVE
FULL OPEN 5000PSI

MANIFOLD

STATE OF UTAH
BOND OF LESSEE

KNOW ALL MEN BY THESE PRESENTS, that we Joint Venture of 511 Energy Center Blvd. Northport, AL 35476 as principal and GULF INSURANCE COMPANY, P.O. BOX 1771, DALLAS, TEXAS 75221 as surety, are held and firmly bound unto the State of Utah in the sum of two Hundred Thousand Dollars (\$200,000.00) lawful money of the United States to be paid to the School & Institutional Trust Lands Administration, as agent for the State of Utah, for the use and benefit of the State of Utah, and of any patentee or purchaser of any portion of the land covered by the hereinafter described lease heretofore sold or which may hereafter be sold with a reservation to the State of Utah, on the surface or of other mineral deposits of any portion of such lands, for which payment, well and truly to be made, we bind ourselves, and each of us, and each of our heirs, executors, administrators, successors, sublessees, and assignees, jointly and severally by these presents.

Signed with our hands and seals this 4th day of March, 19 96.

The condition of the foregoing obligation is such that,

WHEREAS, ~~The State of Utah, as Lessor, issued a(n)~~
~~lease, Lease Number~~ _____ and dated _____, to _____
as lessee (and said lease has been duly assigned under date of _____
to _____) to drill for, mine, extract, and remove all of the _____
deposits in and under the following described lands, to wit:

Operational State Wide Bond

NOW, THEREFORE, the principal and surety shall be obligated to pay all monies, rentals, royalties, costs of reclamation, damages to the surface and improvements thereon and any other damages, costs, expenses, penalties, interest or liabilities which arise by operation of or in connection with the above described lease(s) accruing to the Lessor and shall fully comply with all other terms and conditions of said lease, the rules, regulations, and policies relating thereto of the School & Institutional Trust Lands Administration, the Board of Oil, Gas and Mining, and the Division of Oil, Gas and Mining as they may now exist or may from time to time be modified or amended. This obligation is in effect even if the principal has conveyed part of its interest to a successor in interest. If the principal fully satisfies the above described obligations, then the surety's obligation to make payment to the State of Utah is void and of no effect, otherwise, it shall remain in full force and effect until released by the School & Institutional Trust Lands Administration.

Signed, sealed and delivered
in the presence of

Witness

River Gas Corporation
David M. Chambers, President

Principal

(SEAL)

Witness

BONDING COMPANY GULF INSURANCE COMPANY

BY Frances Burks
Frances Burks, Attorney-in-fact

Attest: Jaye Ekerson

Resident Agent: Michael Dobson

Bonding Co. Address: P.O. Box 1771, Dallas, Texas 75221

Corporate Seal of Bonding Company Must be Affixed.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That GULF INSURANCE COMPANY, a corporation of the State of Missouri, hereinafter called "Company," does hereby appoint

FRANCES BURKS, DALLAS, TEXAS

its true and lawful Attorney-in-fact to make, execute, seal and deliver on its behalf, as surety, any and all bonds and undertakings of suretyship, including waiver and consent of surety to conditions of contracts.

The execution of such bonds or undertakings in pursuance of these presents shall be as binding upon the Company as if they had been executed and acknowledged by the regularly elected officers of the Company.

This Power of Attorney is issued pursuant to and by authority of the following resolution of the Board of Directors of the Company, adopted effective July 1, 1983, and now in full force and effect:

"Resolved that the President, or any Senior Vice President, or any Vice President, or the Secretary, or any Assistant Secretary may appoint Attorneys-in-fact in any state, territory or federal district to represent this Company and to act on its behalf within the scope of the authority granted to them, in writing, which authority may include the power to make, execute, seal and deliver on behalf of this Company, as surety, and as its act and deed, any and all bonds and undertakings of suretyship and other documents that the ordinary course of surety business may require, including authority to appoint agents for the service of process in any jurisdiction, state or federal, and authority to attest to the signature of the President, or any Senior Vice President, or any Vice President, or the Secretary, or any Assistant Secretary and to verify any affidavit or other statement relating to the foregoing, and to certify to a copy of any of the bylaws of the Company and to any resolutions adopted by its Board of Directors; and any such Attorney-in-fact may be removed and the authority granted him revoked by the President, or any Senior Vice President, or any Vice President, or the Secretary, or any Assistant Secretary, or by the Board of Directors."

This Power of Attorney and Certificate are signed and sealed by facsimile under and by authority of the following resolution of the Board of Directors of the Company, adopted effective July 1, 1983, and now in full force and effect:

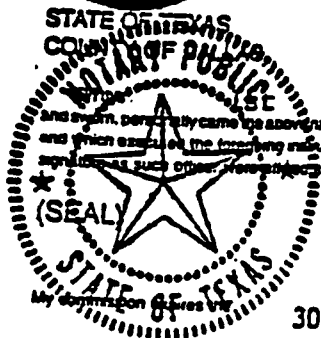
"Resolved that the signature of the President, or of any Senior Vice President, or of any Vice President, or of the Secretary, or of any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Attorneys-in-fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, including any such power of attorney and certificate revoking the authority of the foregoing Attorneys-in-fact, as well as for the appointment of agents for the service of process in any jurisdiction, state or federal, including any such power of attorney and certificate revoking the authority of such agents; and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power of attorney or certificate so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company at the time any such power of attorney and certificate are executed and in the future with respect to any bond or undertaking to which they are attached."

Whereof, the Company has caused this Power of Attorney to be signed and its corporate seal to be affixed by its authorized officer this 1st of June, 1988



By

Sr. Vice President



30th

day of

June

CERTIFICATE

I, the undersigned, do hereby certify that the original Power of Attorney of which the foregoing is a true and correct copy is in full force and effect, and the foregoing resolutions are true and correct transcripts from the records of GULF INSURANCE COMPANY and that the above named officer was on the date of execution of the foregoing Power of Attorney authorized to execute this Power of Attorney.



Whereunto subscribed my name and affixed the corporate seal of Gulf Insurance Company this

4th

day of

March

19 96

Vice President

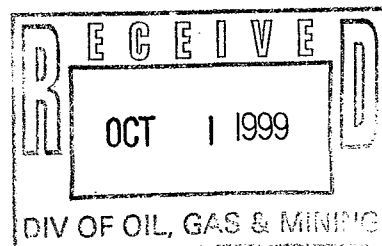
United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
P.O. Box 45155
Salt Lake City, Utah 84145-0155

IN REPLY REFER TO:
3160
(UT-922)

<date>



Memorandum

To: Assistant District Manager Minerals, Moab District

From: Michael Coulthard, Petroleum Engineer

Subject: 1999 Plan of Development Drunkards Wash Unit Carbon County, Utah.

Pursuant to email between Lisha Cordova, Division of Oil, Gas and Mining, and Mickey Coulthard, Utah State Office, Bureau of Land Management. The following wells are planned for calendar year 1999 within the Drunkards Wash Unit, Carbon County, Utah.

| API # | WELL NAME | LOCATION |
|--------------|-------------|------------------------------|
| 43-007-30606 | UTAH 02-406 | 0768-FSL 0791-FEL 02 14S 09E |
| 43-007-30607 | UTAH 02-405 | 1462-FSL 1489-FWL 02 14S 09E |
| 43-007-30608 | UTAH 02-404 | 1077-FNL 1644-FWL 02 14S 09E |
| 43-007-30609 | UTAH 02-403 | 1478-FNL 1727-FEL 02 14S 09E |
| 43-007-30617 | USA 04-409 | 1345-FNL 1636-FWL 04 14S 09E |
| 43-007-30619 | USA 18-435 | 1868-FNL 0792-FWL 18 14S 09E |
| 43-007-30620 | USA 26-424 | 1757-FNL 0680-FWL 26 14S 08E |
| 43-007-30621 | USA 34-434 | 1342-FSL 0922-FEL 34 14S 08E |

This office has no objection to permitting the well at this time.

/s/ Michael L. Coulthard

bcc: File - Drunkards Wash
Division of Oil Gas and Mining
Agr. Sec. Chron
Fluid Chron

WORKSHEET
APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 09/07/1999

API NO. ASSIGNED: 43-007-30607

WELL NAME: UTAH 02-405
OPERATOR: RIVER GAS CORPORATION (N1605)
CONTACT: Pat Hurtt (435) 639-8876

AMENDED

PROPOSED LOCATION:
NW NESW 02 - T14S - R09E
SURFACE: ~~1462-FSL-1489-FWL~~ 1975 FSL 1249 FWL
BOTTOM: 1462-FSL-1489-FWL
CARBON COUNTY
UNDESIGNATED FIELD (002)

| | | |
|------------------------|------------|----------------|
| INSPECT LOCATN BY: / / | | |
| TECH REVIEW | Initials | Date |
| Engineering | <i>RJK</i> | <i>10-6-99</i> |
| Geology | | |
| Surface | | |

LEASE TYPE: STA
LEASE NUMBER: ML-47795
SURFACE OWNER: Federal

PROPOSED FORMATION: FRSD

RECEIVED AND/OR REVIEWED:

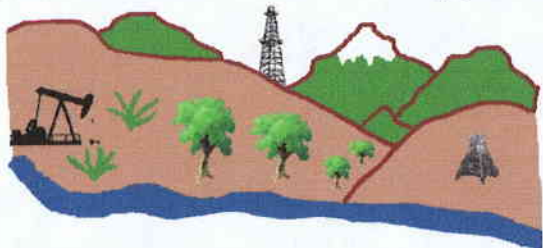
☒ Plat
☒ Bond: Fed[] Ind[] Sta ☒ Fee[]
(No. 579333)
☒ Potash (Y/N)
☒ Oil Shale (Y/N) *190-5(B)
☒ Water Permit
(No. PPWID)
☒ RDCC Review (Y/N)
(Date: _____)
☒ Fee Surf Agreement (Y/N)

LOCATION AND SITING:

☐ R649-2-3. Unit Drunkards Wash
☐ R649-3-2. General
Siting: _____
☐ R649-3-3. Exception
☒ Drilling Unit
Board Cause No: 243-2 (160')
Eff Date: 7-13-99
Siting: 460' Fr Unit Boundary & Uncommitted Tract.
☐ R649-3-11. Directional Drill

COMMENTS: Bum/Moab rec'd copy of permit 9/99.

STIPULATIONS: ① Conductor and surface casings shall be cemented to surface.



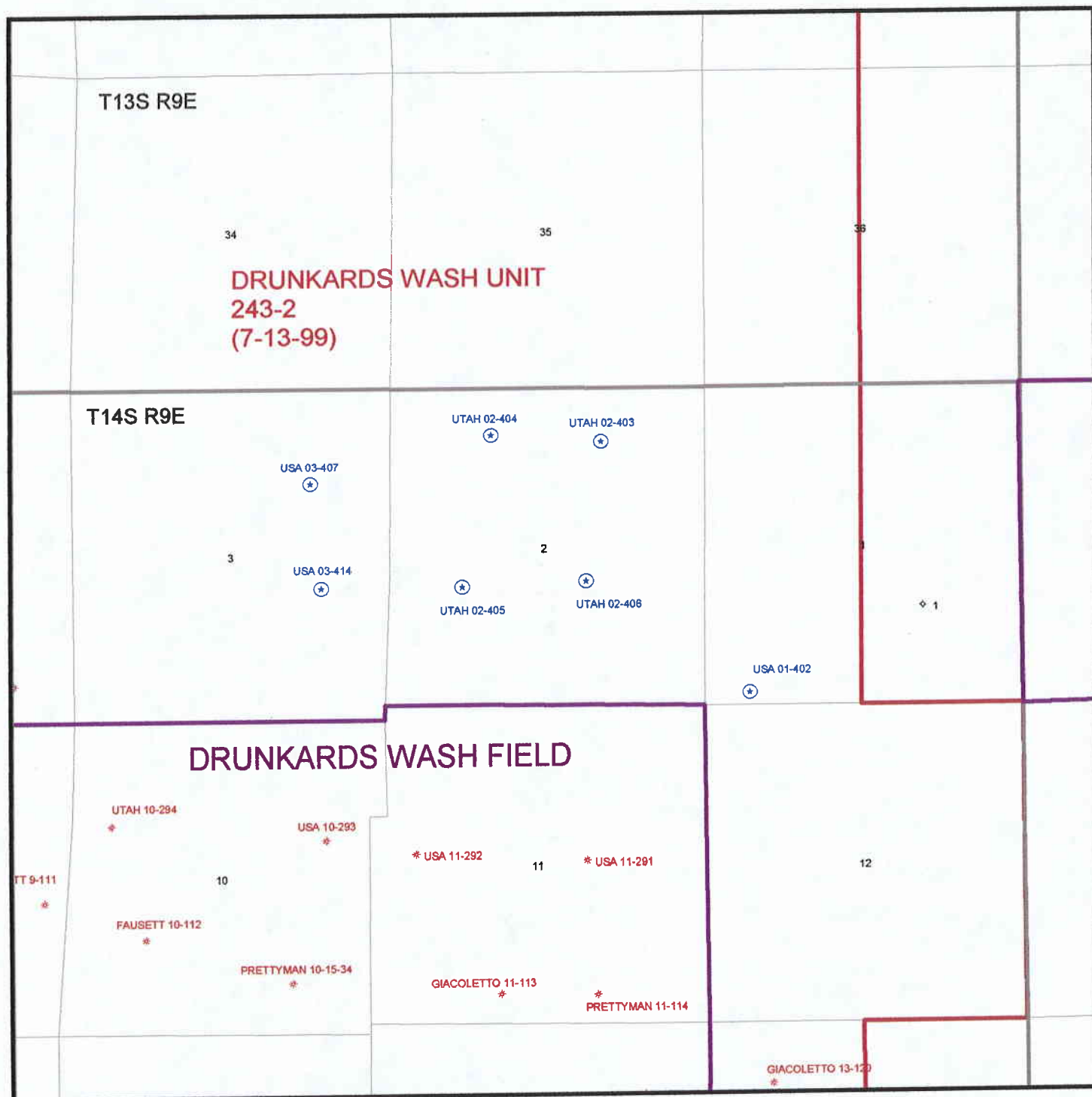
Utah Oil Gas and Mining

OPERATOR: RIVER GAS CORP (N1605)

FIELD: UNDESIGNATED (002)

SEC. 2, T14S, R9E,

COUNTY: CARBON UNIT: DRUNKARDS WASH
CAUSE: 243-2



PREPARED BY: LCORDOVA
DATE: 26-OCTOBER-2000

Well name:

1099 RGC UT 02-405Operator: **River Gas Corp.**String type: **Surface**

Project ID:

43-007-30607Location: **Carbon County****Design parameters:****Collapse**

Mud weight: 8.330 ppg

Design is based on evacuated pipe.

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No

Surface temperature: 75 °F

Bottom hole temperature: 79 °F

Temperature gradient: 1.40 °F/100ft

Minimum section length: 185 ft

Cement top: 14 ft

Burst

Max anticipated surface

pressure: 0 psi

Internal gradient: 0.433 psi/ft

Calculated BHP 123 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)

8 Round LTC: 1.80 (J)

Buttress: 1.60 (J)

Premium: 1.50 (J)

Body yield: 1.50 (B)

Non-directional string.

Tension is based on buoyed weight.

Neutral point: 249 ft

Re subsequent strings:

Next setting depth: 1,850 ft

Next mud weight: 8.330 ppg

Next setting BHP: 801 psi

Fracture mud wt: 19.250 ppg

Fracture depth: 1,850 ft

Injection pressure 1,850 psi

| Run Seq | Segment Length (ft) | Size (in) | Nominal Weight (lbs/ft) | Grade | End Finish | True Vert Depth (ft) | Measured Depth (ft) | Drift Diameter (in) | Internal Capacity (ft ³) |
|---------|---------------------|-------------------------|-------------------------|------------------|----------------------|----------------------|---------------------|-------------------------|--------------------------------------|
| 1 | 285 | 8.625 | 24.00 | J-55 | ST&C | 285 | 285 | 7.972 | 13.7 |
| Run Seq | Collapse Load (psi) | Collapse Strength (psi) | Collapse Design Factor | Burst Load (psi) | Burst Strength (psi) | Burst Design Factor | Tension Load (Kips) | Tension Strength (Kips) | Tension Design Factor |
| 1 | 123 | 1370 | 11.11 | 123 | 2950 | 23.92 | 6 | 244 | 40.77 J |

Prepared RJK
by: Utah Dept. of Natural ResourcesDate: October 6, 1999
Salt Lake City, Utah

ENGINEERING STIPULATIONS: Conductor and surface casing shall be cemented to surface.

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

Collapse is based on a vertical depth of 285 ft, a mud weight of 8.33 ppg. The casing is considered to be evacuated for collapse purposes.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

Well name:

1099 RGC UT 02-405

Operator: River Gas Corp.

String type: Production

Project ID:

43-007-30607

Location: Carbon County

Design parameters:**Collapse**

Mud weight: 8.330 ppg

Design is based on evacuated pipe.

Minimum design factors:**Collapse:**

Design factor 1.125

Burst:

Design factor 1.00

Environment:

H2S considered? No

Surface temperature: 75 °F

Bottom hole temperature: 115 °F

Temperature gradient: 1.40 °F/100ft

Minimum section length: 368 ft

Cement top: 665 ft

Burst

Max anticipated surface

pressure: 0 psi

Internal gradient: 0.433 psi/ft

Calculated BHP 1,233 psi

No backup mud specified.

Tension:

8 Round STC: 1.80 (J)

8 Round LTC: 1.80 (J)

Buttress: 1.60 (J)

Premium: 1.50 (J)

Body yield: 1.50 (B)

Non-directional string.

Tension is based on buoyed weight.

Neutral point: 2,490 ft

| Run Seq | Segment Length (ft) | Size (in) | Nominal Weight (lbs/ft) | Grade | End Finish | True Vert Depth (ft) | Measured Depth (ft) | Drift Diameter (in) | Internal Capacity (ft ³) |
|---------|---------------------|-------------------------|-------------------------|------------------|----------------------|----------------------|---------------------|-------------------------|--------------------------------------|
| 1 | 2850 | 5.5 | 17.00 | N-80 | LT&C | 2850 | 2850 | 4.767 | 98.2 |
| Run Seq | Collapse Load (psi) | Collapse Strength (psi) | Collapse Design Factor | Burst Load (psi) | Burst Strength (psi) | Burst Design Factor | Tension Load (Kips) | Tension Strength (Kips) | Tension Design Factor |
| 1 | 1233 | 6290 | 5.10 | 1233 | 7740 | 6.28 | 42 | 348 | 8.22 J |

Prepared RJK
by: Utah Dept. of Natural Resources

Date: October 6, 1999
Salt Lake City, Utah

ENGINEERING STIPULATIONS: Conductor and surface casing shall be cemented to surface.

Collapse strength is based on the Westcott, Dunlop & Kemler method of biaxial correction for tension.

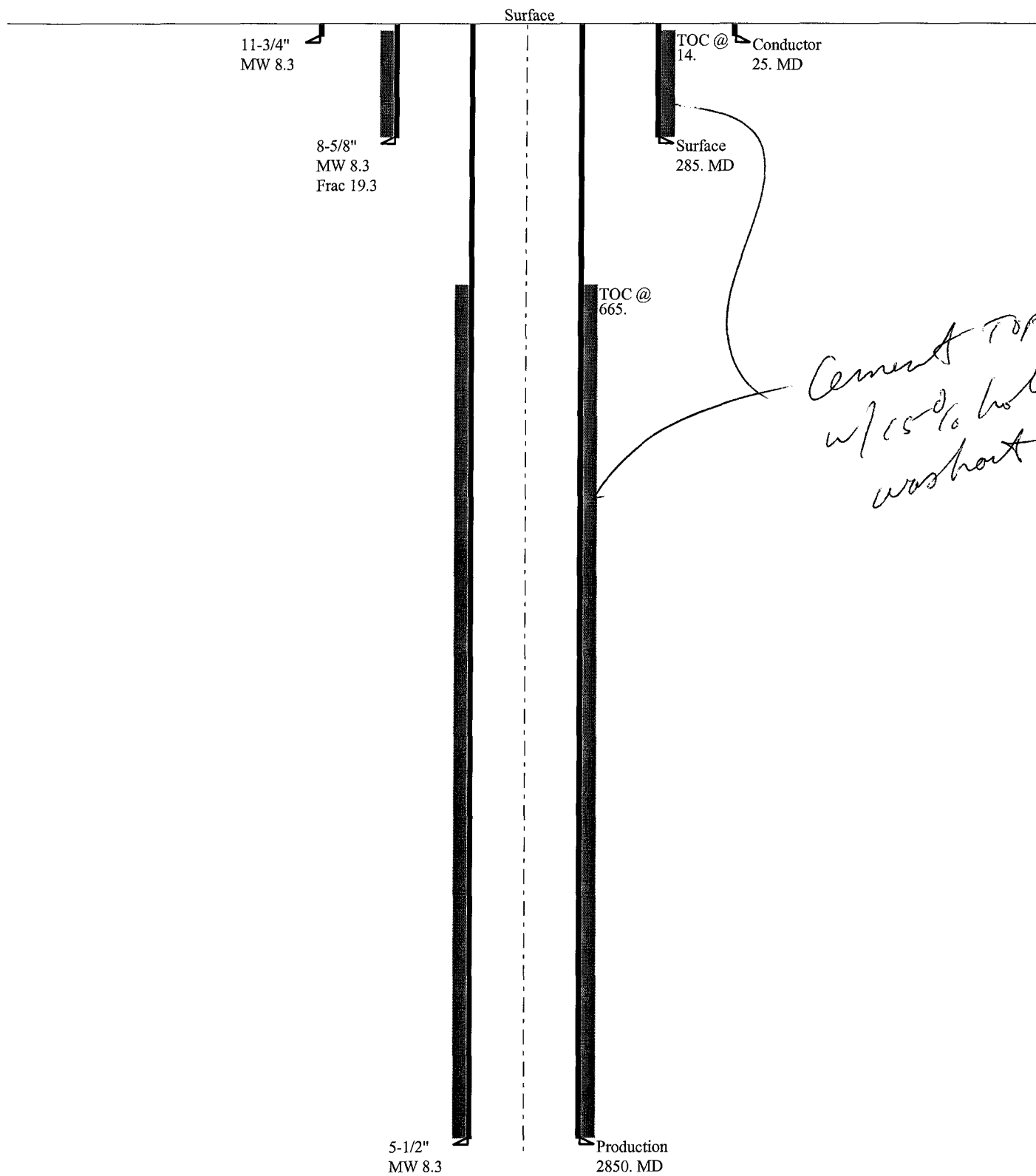
Collapse is based on a vertical depth of 2850 ft, a mud weight of 8.33 ppg. The casing is considered to be evacuated for collapse purposes.

Burst strength is not adjusted for tension.

Engineering responsibility for use of this design will be that of the purchaser.

1099 RGC UT 02-405

Casing Schematic



*Cement TOPS
w/ 15% hole
was short.*



State of Utah
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Michael O. Leavitt
Governor

Kathleen Clarke
Executive Director

Lowell P. Braxton
Division Director

1594 West North Temple, Suite 1210
PO Box 145801
Salt Lake City, Utah 84114-5801
801-538-5340
801-359-3940 (Fax)
801-538-7223 (TDD)

October 7, 1999

River Gas Corporation
1305 South 100 East
Price, Utah 84501

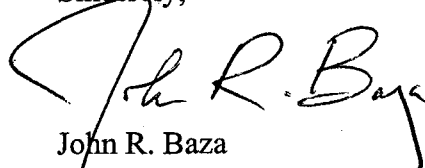
Re: Utah 02-405 Well, 1462' FSL, 1489' FWL, NE SW, Sec. 2, T. 14 S., R. 9 E., Carbon
County, Utah

Gentlemen:

Pursuant to the provisions and requirements of Utah Code Ann. 40-6-1 et seq., Utah Administrative Code R649-3-1 et seq., and the attached Conditions of Approval, approval to drill the referenced well is granted.

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date. The API identification number assigned to this well is 43-007-30607.

Sincerely,



John R. Baza
Associate Director

lwp

Enclosures

cc: Carbon County Assessor
Bureau of Land Management, Moab District Office

Operator: River Gas Corporation

Well Name & Number: Utah 02-405

API Number: 43-007-30607

Lease: State Surface Owner: Federal

Location: NE SW Sec. 2 T. 14 S. R. 9 E.

Conditions of Approval

1. General

Compliance with the requirements of Utah Admin. R649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for Permit to Drill.

2. Notification Requirements

Notify the Division of the following actions during drilling of this well:

- . 24 hours prior to cementing or testing casing
- . 24 hours prior to testing blowout prevention equipment
- . 24 hours prior to spudding the well
- . within 24 hours of any emergency changes made to the approved drilling program
- . prior to commencing operations to plug and abandon the well

Division contacts (please leave a voice mail message if person is not available to take the call):

- . Dan Jarvis at (801) 538-5338
- . Robert Krueger at (801) 538-5274 (plugging)
- . Carol Daniels at (801) 538-5284 (spud)

3. Reporting Requirements

All required reports, forms and submittals shall be promptly filed with the Division, including but not limited to the Entity Action Form (Form 6), Report of Water Encountered During Drilling (Form 7), Weekly Progress Reports for drilling and completion operations, and Sundry Notices and Reports on Wells requesting approval of change of plans or other operational actions.

4. Surface and conductor casings shall be cemented to surface.

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

1. Type of Well: OIL ☐ GAS ☒ OTHER: **AMENDED**

2. Name of Operator:

River Gas Corporation

3. Address and Telephone Number:

6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777

4. Location of Well Footages:

1975' FSL, 1249' FWL

QQ, Sec., T., R., M.:

NW/4 SW/4 SEC. 02, T14S, R09E, SLB & M

4387096 N
509760 E

5. Lease Designation and Serial Number:

ML-47795

6. If Indian, Allottee or Tribe Name:

N/A

7. Unit Agreement Name:

Drunkards Wash UTU-67921X

8. Well Name and Number:

Utah 02-405

9. API Well Number:

43-007-30607

10. Field or Pool, or Wildcat:

Drunkards Wash

County: Carbon County

State: Utah

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

NOTICE OF INTENT (Submit in Duplicate)

- | | |
|--|---|
| <input type="checkbox"/> Abandon | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Recomplete |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Multiple Completion | <input type="checkbox"/> Water Shut-Off |

☐ Other _____

Approximate date work will start _____

SUBSEQUENT REPORT (Submit Original Form Only)

- | | |
|---|---|
| <input type="checkbox"/> Abandon * | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Other <u>Change of location</u> | |

Date of work completion _____

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.

* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please be advised that the proposed location for the Utah 02-405 has been moved to avoid conflicts with raptor nesting habitat. The previous location was 1462' FSL, 1489' FWL.

This well is located further than 460' from the exterior boundary of the Drunkards Wash Federal Unit and from the boundary of any uncommitted tract within the Drunkards Wash Federal Unit and will not require the administrative approval in accordance with Utah Administrative Code Rule R649-3-3.

**Approved by the
Utah Division of
Oil, Gas and Mining**

Date: 10/30/00

By: [Signature]

ORIGINAL

13.

Name & Signature: Jean Semborski

Title: Permit Specialist

Date: 10/12/2000

(This space for state use only)

Range 9 East

N 89°54'57" W - 2629.2'
(N 89°54' W - 2638.7')

S 89°54'59" W - 2650.8'
(S 89°57' W - 2651.9')

(N 00°03' E - 2939.0')

(N 01°06'56" E - 5277.7')

(N 02°07' E - 2358.2')

(North - 2640.0')

(North - 2684.9')

(East - 5319.6')

2

Drill hole 02-405
Elevation 5700.9'
UTM
4387322.7
509676.2

1974.5'

1249.2'

South West Quarter

Legend

- Drill Hole Location
- ⊙ Brass Cap (Found)
- Brass Cap (Searched for, but not found)
- △ Calculated Corner
- () GLO

GPS Measured

C.C. Carbon County Monument
(Aluminum Cap)

Location:

The Bearings indicated are per the recorded plat obtained from the U.S. Land Office or Carbon County. The well location was determined using a Trimble 4700 GPS survey grade unit.

Basis of Elevation:

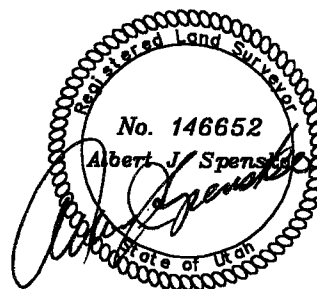
Basis of Elevation of 5875' being at the Northeast Section Corner of Section 2, Township 14 South, Range 9 East, Salt Lake Base and Meridian.

Description of Location:

Proposed Drill Hole located in the SW1/4 SW1/4 of Section 2, T14S, R9E, SLB&M, being 233.2' North and 293.2' East from the Southwest Corner of Section 2, T14S, R9E, Salt Lake Base & Meridian.

Surveyor's Certificate:

I, Albert J. Spensko, a Registered Professional Land Surveyor, holding Certificate 146652 State of Utah, do hereby certify that the information on this drawing is a true and accurate survey based on data of record and was conducted under my personal direction and supervision as shown hereon.



GRAPHIC SCALE

0 500' 1000'
(IN FEET)
1 inch = 1000 ft.



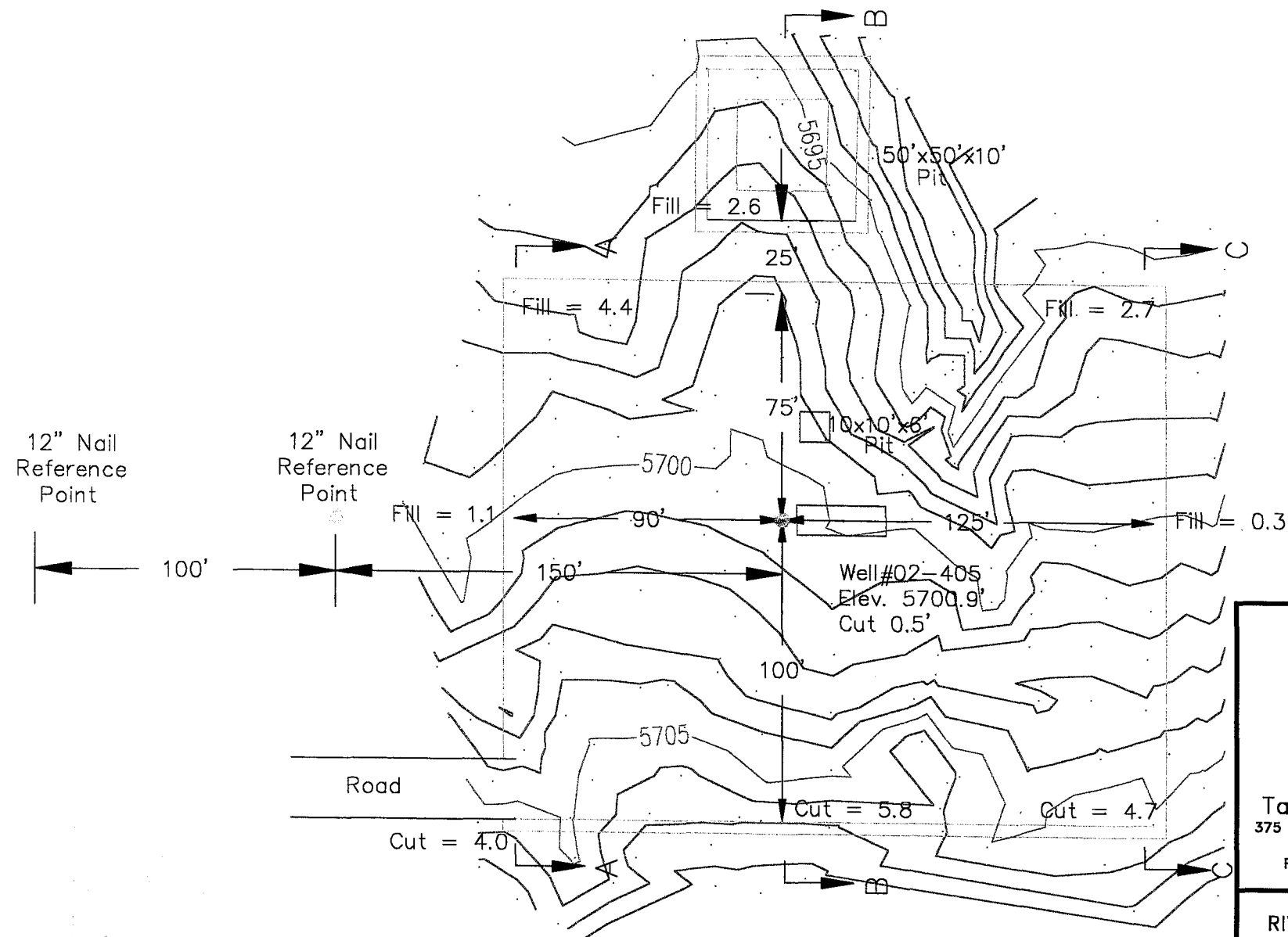
Talon Resources, Inc.
375 South Carbon Avenue, Suite 126
Price, Utah 84501
Ph: 435-637-5032 ext. 711
Fax: 435-748-5085

RIVER GAS CORPORATION

WELL # 02-405

Section 2, T14S, R9E, S.L.B.&M.
Carbon County, Utah

| | |
|---------------------------|-----------------------|
| Drawn By: D. Robertson | Checked By: L.W.J. |
| Drawing No. A-1 | Date: 12/13/99 |
| | Scale: 1" = 1000' |
| Sheet 1 of 4 | Job No. 015 |

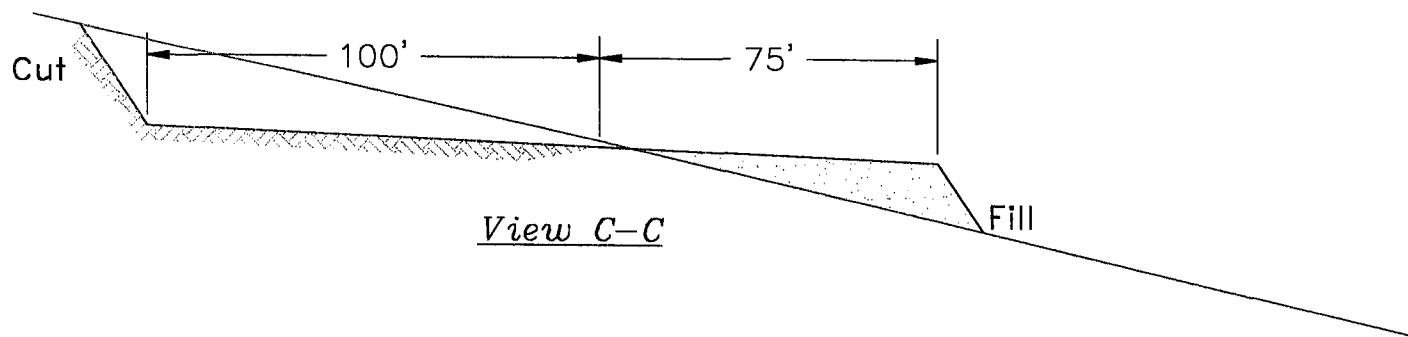


Talon Resources, Inc.
 375 South Carbon Avenue, Suite 126
 Price, Utah 84501
 Ph: 435-637-5032 ext. 711
 Fax: 435-748-5085

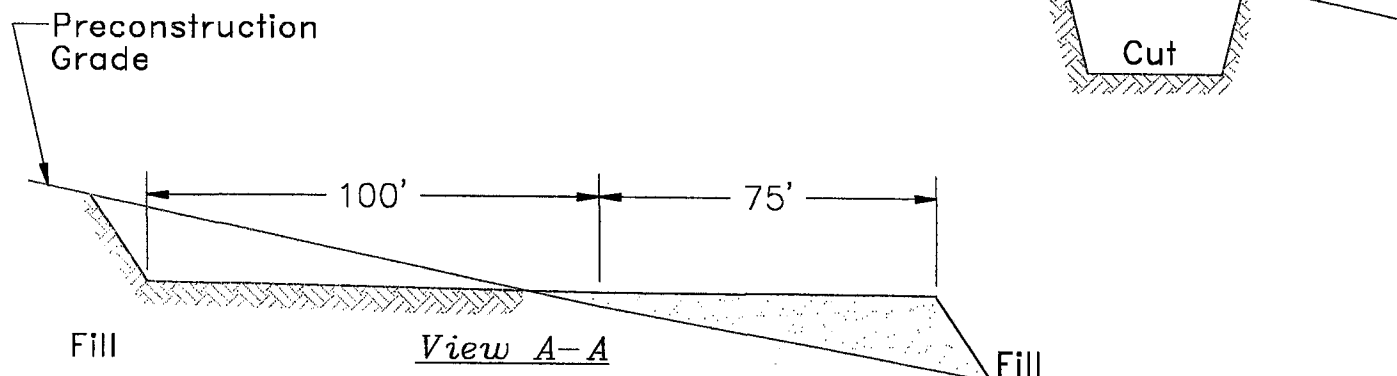
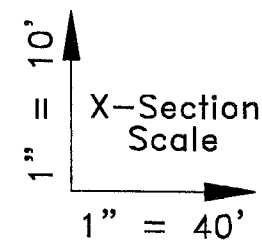
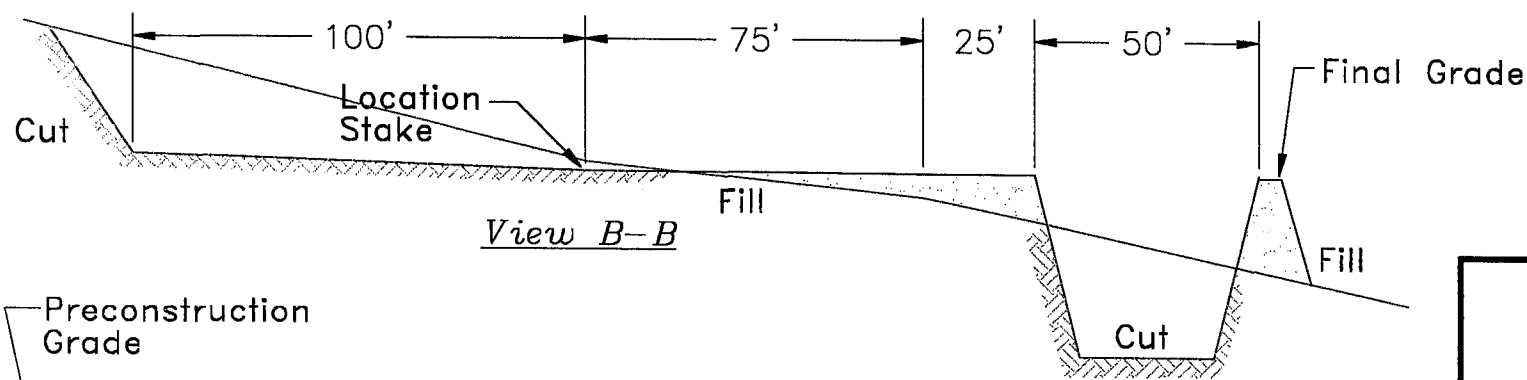
RIVER GAS CORPORATION
LOCATION LAYOUT
 Section 2, T14S, R9E, S.L.B.&M.
WELL # 02-405

| | |
|---------------------------|-----------------------|
| Drawn By: D. Robertson | Checked By: L.W.J. |
| Drawing No. A-2 | Date: 12/14/99 |
| | Scale: 1" = 50' |
| Sheet 2 of 4 | Job No. 015 |

Elevation Ungraded Ground at Location Stake = 5700.9'
Elevation Graded Ground At Location Stake = 5700.4'



Slope - 1 1/2:1
(Except Pit)
Pit Slope = 1:1



Approximate Yardages

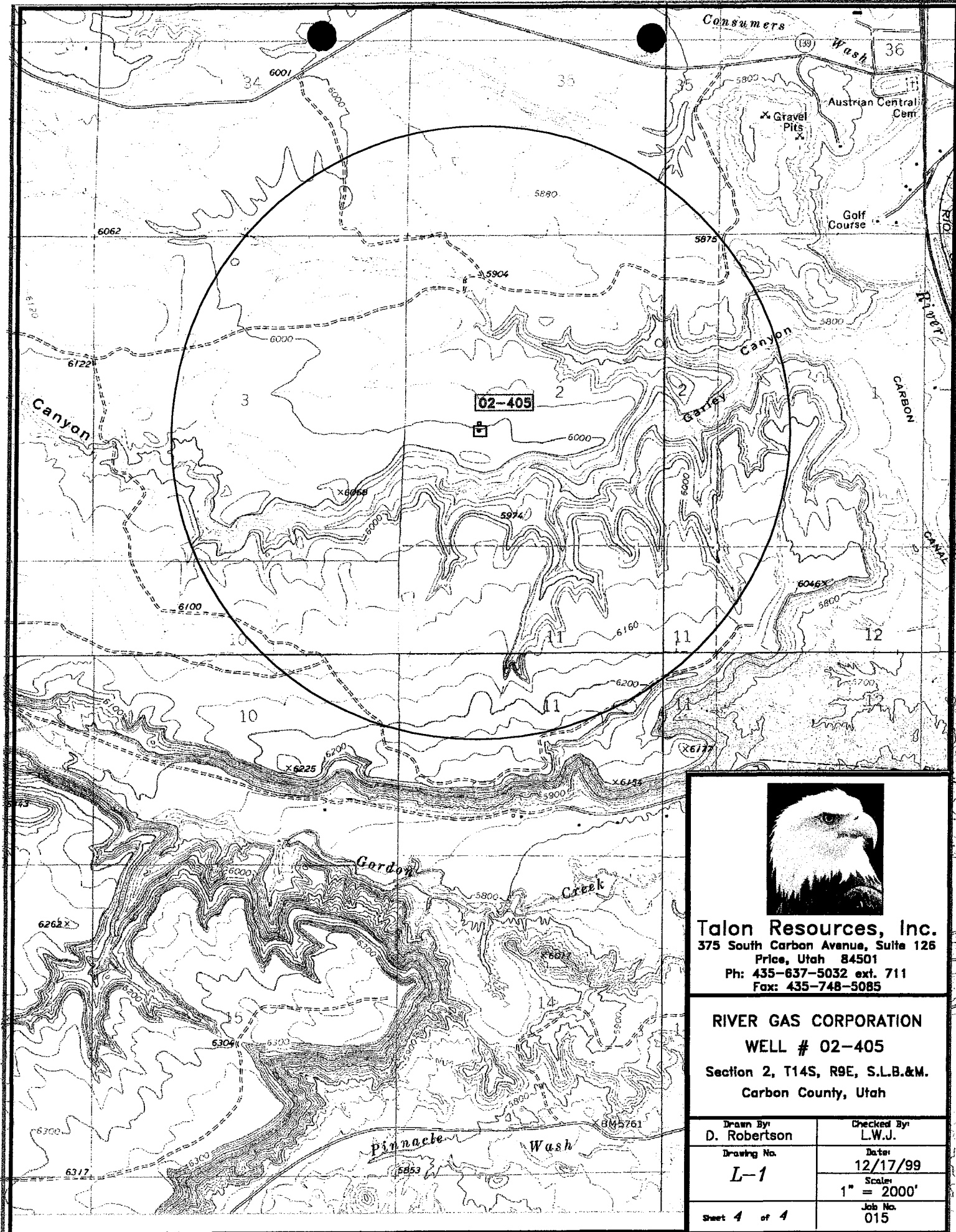
Cut
(6") Topsoil Stripping = 750.00 Cu. Yds.
Remaining Location = 2216.9 Cu. Yds.
TOTAL CUT = 2966.9 Cu. Yds.
TOTAL FILL = 1049.3 Cu. Yds.



Talon Resources, Inc.
375 South Carbon Avenue, Suite 126
Price, Utah 84501
Ph: 435-637-5032 ext. 711
Fax: 435-748-5085

RIVER GAS CORPORATION
TYPICAL CROSS SECTIONS
Section 2, T14S, R9E, S.L.B.&M.
WELL # 02-405

| | |
|---------------------------|-----------------------|
| Drawn By: D. Robertson | Checked By: L.W.J. |
| Drawing No. C-1 | Date: 12/15/99 |
| | Scale: As Shown |
| Sheet 3 of 4 | Job No. 015 |

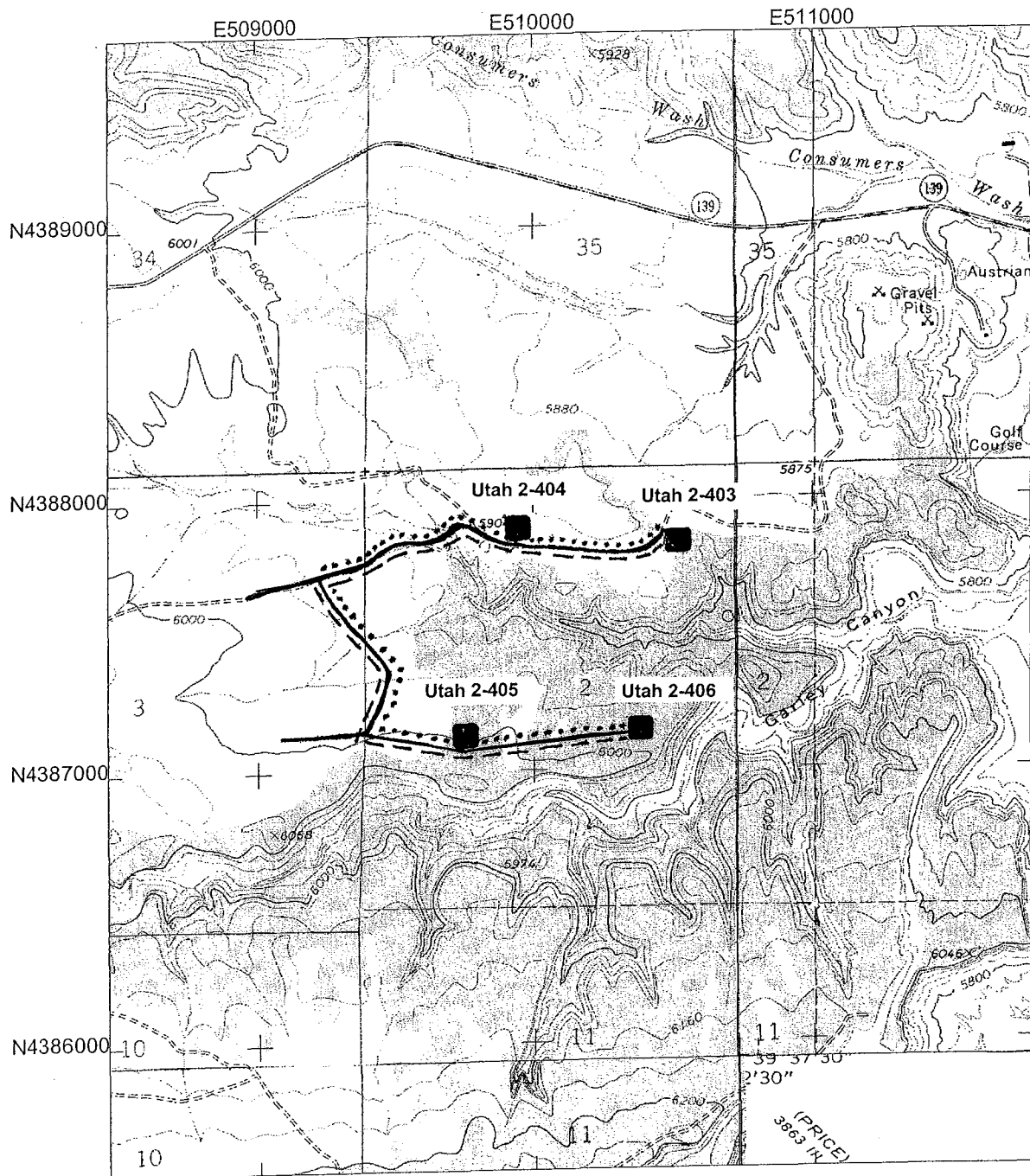


Talon Resources, Inc.
375 South Carbon Avenue, Suite 125
Price, Utah 84501
Ph: 435-637-5032 ext. 711
Fax: 435-748-5085

RIVER GAS CORPORATION
WELL # 02-405
Section 2, T14S, R9E, S.L.B.&M.
Carbon County, Utah

| | |
|---------------------------|-----------------------|
| Drawn By: D. Robertson | Checked By: L.W.J. |
| Drawing No. L-1 | Date: 12/17/99 |
| | Scale: 1" = 2000' |
| Sheet 4 of 4 | Job No. 015 |

SECTION 2, T14S, R9E



UTAH 2-403, 2-404, 2-405, 2-406
Sec. 2, T14S, R9E

Universal Transverse Mercator
 12 North
 NAD 1927 (Conus)



Scale 1:24000
 0 3000
 Feet

Multiple Files
 09/16/2000
 Pathfinder Office
 Trimble

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING**SUNDRY NOTICES AND REPORTS ON WELLS**

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

1. Type of Well: OIL ☐ GAS ☒ OTHER:

2. Name of Operator:

River Gas Corporation

3. Address and
Telephone Number:

6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777

4. Location of Well
Footages:

QQ, Sec., T., R., M.:

SLB & M

County: Carbon County

State: Utah

5. Lease Designation and Serial Number:

6. If Indian, Allottee or Tribe Name:

7. Unit Agreement Name:

8. Well Name and Number:

9. API Well Number:

10. Field or Pool, or Wildcat:

11. **CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA****NOTICE OF INTENT**
(Submit in Duplicate)

- | | |
|---|---|
| <input type="checkbox"/> Abandon | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Recomplete |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Multiple Completion | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Other <u>Change of Operator</u> | |
| Approximate date work will start _____ | |

SUBSEQUENT REPORT
(Submit Original Form Only)

- | | |
|--|---|
| <input type="checkbox"/> Abandon * | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Water Shut-Off |
| <input type="checkbox"/> Other _____ | |
| Date of work completion _____ | |

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.

* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please be advised that River Gas Corporation is transferring ownership of the attached list of wells to Phillips Petroleum Company 9780 Mt. Pyramid Court, Englewood, CO 80112.

Please direct all correspondence and reports to: Phillips Petroleum Company P.O. Box 3368, Englewood, CO 80155-3368.

Effective 1/1/01.

13.

Name & Signature: Cal HurttTitle: Development ManagerDate: 12/19/00

(This space for state use only)

Drunkards Wash Total Well Count

(Through 2000 Drilling Season)

| Well # | API # | Location | Section | Tship | Range |
|--------------------|------------|--------------------|---------|-------|-------|
| Utah 25-09-01 | 4300730130 | 1683 FSL, 877 FEL | 25 | 14S | 09E |
| Utah 36-01-02 | 4300730178 | 600 FNL, 620 FEL | 36 | 14S | 09E |
| Utah 31-03-03 | 4300730143 | 740 FNL, 1780 FWL | 31 | 14S | 10E |
| Utah 36-03-04 | 4300730142 | 822 FNL, 2176 FWL | 36 | 14S | 09E |
| Utah 36-09-05 | 4300730144 | 2050 FSL, 700 FEL | 36 | 14S | 09E |
| Utah 25-07-06 | 4300730156 | 2599 FNL, 1902 FEL | 25 | 14S | 09E |
| Utah 25-11-07 | 4300730157 | 1718 FSL, 2210 FWL | 25 | 14S | 09E |
| Utah 26-16-08 | 4300730181 | 800 FSL, 750 FEL | 26 | 14S | 09E |
| Utah 35-01-09 | 4300730180 | 650 FNL, 850 FEL | 35 | 14S | 09E |
| Utah 31-12-10 | 4300730183 | 1995 FSL, 745 FWL | 31 | 14S | 10E |
| Utah 36-11-11 | 4300730184 | 1837 FSL, 1903 FWL | 36 | 14S | 09E |
| Utah 19-14-12 | 4300730182 | 860 FSL, 1780 FWL | 19 | 14S | 10E |
| Utah 30-05-13 | 4300730179 | 1493 FNL, 728 FWL | 30 | 14S | 10E |
| Utah 30-13-14 | 4300730185 | 612 FSL, 670 FWL | 30 | 14S | 10E |
| Utah 24-01-15 | 4300730191 | 1320 FNL, 1320 FEL | 24 | 14S | 09E |
| Utah 24-03-16 | 4300730187 | 1310 FNL, 1525 FWL | 24 | 14S | 09E |
| Utah 24-12-17 | 4300730208 | 1320 FSL, 1320 FWL | 24 | 14S | 09E |
| Utah 24-16-18 | 4300730192 | 482 FSL, 940 FEL | 24 | 14S | 09E |
| Utah 23-02-19 | 4300730207 | 963 FNL, 1470 FEL | 23 | 14S | 09E |
| Utah 23-04-20 | 4300730194 | 1291 FNL, 1257 FWL | 23 | 14S | 09E |
| Utah 23-14-21 | 4300730200 | 739 FSL, 1716 FWL | 23 | 14S | 09E |
| Utah 23-09-22 | 4300730201 | 1320 FSL, 1320 FEL | 23 | 14S | 09E |
| Utah 26-01-23 | 4300730205 | 1320 FNL, 1320 FEL | 26 | 14S | 09E |
| Utah 26-06-24 | 4300730202 | 1480 FNL, 2000 FWL | 26 | 14S | 09E |
| Utah 26-11-25 | 4300730204 | 1500 FSL, 1500 FWL | 26 | 14S | 09E |
| Utah 35-03-26 | 4300730203 | 1085 FNL, 1805 FWL | 35 | 14S | 09E |
| Utah 35-10-27 | 4300730197 | 2567 FSL, 2151 FEL | 35 | 14S | 09E |
| Utah 35-13-28 | 4300730198 | 1236 FSL, 1152 FWL | 35 | 14S | 09E |
| Utah 27-08-29 | 4300730193 | 2134 FNL, 753 FEL | 27 | 14S | 09E |
| Utah 27-09-30 | 4300730186 | 1359 FSL, 707 FEL | 27 | 14S | 09E |
| Utah 34-01-31 | 4300730196 | 464 FNL, 540 FEL | 34 | 14S | 09E |
| Utah 34-09-32 | 4300730195 | 1938 FSL, 435 FEL | 34 | 14S | 09E |
| Utah 25-04-33 | 4300730206 | 920 FNL, 780 FWL | 25 | 14S | 09E |
| Prettyman 10-15-34 | 4300730211 | 842 FSL, 1419 FEL | 10 | 14S | 09E |
| Utah 10-36 | 4300730302 | 1213 FNL, 469 FEL | 10 | 15S | 09E |
| Utah 12-15-37 | 4300730210 | 1158 FSL, 1494 FEL | 12 | 15S | 09E |
| Utah 06-38 | 4300730217 | 899 FNL, 1730 FEL | 6 | 15S | 10E |
| Utah 06-39 | 4300730218 | 934 FNL, 819 FWL | 6 | 15S | 10E |
| Utah 06-40 | 4300730219 | 2180 FSL, 1780 FEL | 6 | 15S | 10E |
| Utah 06-41 | 4300730254 | 2124 FSL, 1054 FWL | 6 | 15S | 10E |
| Utah 01-42 | 4300730220 | 860 FNL, 1780 FEL | 1 | 15S | 09E |
| Utah 01-43 | 4300730221 | 808 FNL, 1451 FWL | 1 | 15S | 09E |
| Utah 01-44 | 4300730222 | 860 FSL, 1320 FWL | 1 | 15S | 09E |
| Utah 01-45 | 4300730223 | 1219 FSL, 1318 FEL | 1 | 15S | 09E |
| Utah 02-46 | 4300730224 | 860 FNL, 860 FEL | 2 | 15S | 09E |

| | | | | | |
|----------------|------------|--------------------|----|-----|-----|
| Utah 02-47 | 4300730225 | 1318 FNL, 1791 FWL | 2 | 15S | 09E |
| Utah 02-48 | 4300730226 | 1780 FSL, 860 FEL | 2 | 15S | 09E |
| Utah 02-49 | 4300730227 | 1320 FSL, 2080 FWL | 2 | 15S | 09E |
| Utah 11-50 | 4300730228 | 860 FNL, 860 FEL | 11 | 15S | 09E |
| Utah 11-51 | 4300730229 | 1000 FNL, 1900 FWL | 11 | 15S | 09E |
| Utah 11-52 | 4300730230 | 1400 FSL, 1100 FEL | 11 | 15S | 09E |
| Utah 11-53 | 4300730231 | 1780 FSL, 1800 FWL | 11 | 15S | 09E |
| Utah 12-54 | 4300730232 | 875 FNL, 1015 FWL | 12 | 15S | 09E |
| Utah 12-55 | 4300730233 | 1500 FNL, 1320 FEL | 12 | 15S | 09E |
| Utah 12-56 | 4300730234 | 1500 FSL, 1320 FWL | 12 | 15S | 09E |
| Utah 07-57 | 4300730235 | 1421 FNL, 1003 FWL | 7 | 15S | 10E |
| Utah 07-58 | 4300730236 | 1495 FNL, 2006 FEL | 7 | 15S | 10E |
| Utah 07-59 | 4300730237 | 1400 FSL, 2100 FEL | 7 | 15S | 10E |
| Utah 07-60 | 4300730238 | 954 FSL, 1256 FWL | 7 | 15S | 10E |
| Utah 14-61 | 4300730239 | 1386 FNL, 931 FEL | 14 | 15S | 09E |
| Utah 14-62 | 4300730240 | 980 FNL, 1385 FWL | 14 | 15S | 09E |
| Utah 14-63 | 4300730241 | 1780 FSL, 1320 FEL | 14 | 15S | 09E |
| Utah 14-64 | 4300730242 | 907 FSL, 1392 FWL | 14 | 15S | 09E |
| Utah 13-65 | 4300730243 | 1320 FNL, 1200 FEL | 13 | 15S | 09E |
| Utah 13-66 | 4300730244 | 1276 FNL, 1301 FWL | 13 | 15S | 09E |
| Utah 13-67 | 4300730245 | 1800 FSL, 1500 FEL | 13 | 15S | 09E |
| Utah 13-68 | 4300730246 | 1320 FSL, 1320 FWL | 13 | 15S | 09E |
| Utah 18-69 | 4300730427 | 1320 FNL, 1320 FWL | 18 | 15S | 10E |
| Utah 18-70 | 4300730248 | 1110 FNL, 2127 FEL | 18 | 15S | 10E |
| Utah 18-71 | 4300730249 | 1764 FSL, 1767 FEL | 18 | 15S | 10E |
| Utah 18-72 | 4300730250 | 2100 FSL, 1100 FWL | 18 | 15S | 10E |
| USA 19-73 | 4300730392 | 1664 FNL, 1412 FEL | 19 | 15S | 10E |
| Utah 14-74 | 4300730529 | 1365 FSL, 1988 FEL | 14 | 14S | 09E |
| Utah 14-75 | 4300730263 | 1036 FSL, 1622 FWL | 14 | 14S | 09E |
| Utah 22-76 | 4300730251 | 1320 FNL, 660 FEL | 22 | 14S | 09E |
| Utah 19-77 | 4300730252 | 1780 FSL, 660 FWL | 19 | 14S | 10E |
| Williams 30-78 | 4300730279 | 460 FNL, 660 FEL | 30 | 14S | 10E |
| Utah 31-79 | 4300730253 | 1780 FSL, 1780 FEL | 31 | 14S | 10E |
| Utah 24-80 | 4300730255 | 590 FNL, 1612 FWL | 24 | 15S | 09E |
| Utah 24-81 | 4300730256 | 1067 FNL, 1361 FEL | 24 | 15S | 09E |
| Utah 32-82 | 4300730257 | 600 FNL, 2028 FEL | 32 | 15S | 09E |
| Utah 21-83 | 4300730259 | 1780 FNL, 460 FWL | 21 | 15S | 10E |
| H&A 07-84 | 4300730258 | 1780 FSL, 1780 FWL | 7 | 15S | 09E |
| Utah 27-85 | 4300730261 | 2173 FNL, 676 FWL | 27 | 14S | 08E |
| Utah 24-86 | 4300730267 | 1788 FSL, 1677 FEL | 24 | 15S | 09E |
| Utah 24-87 | 4300730375 | 1780 FSL, 1333 FWL | 24 | 15S | 09E |
| USA 15-88 | 4300730264 | 872 FSL, 875 FEL | 15 | 14S | 09E |
| Telonis 22-89 | 4300730266 | 836 FNL, 1766 FWL | 22 | 14S | 09E |
| Telonis 21-90 | 4300730328 | 1272 FNL, 1188 FEL | 21 | 14S | 09E |
| USA 13-91 | 4300730568 | 1443 FSL, 1017 FWL | 13 | 14S | 09E |
| Utah 13-92 | 4300730439 | 624 FSL, 899 FEL | 13 | 14S | 09E |
| Utah 18-93 | 4300730587 | 556 FSL, 673 FWL | 18 | 14S | 10E |
| Utah 05-95 | 4300730269 | 640 FNL, 580 FWL | 5 | 15S | 10E |
| Utah 05-94 | 4300730270 | 1520 FSL, 1320 FWL | 5 | 15S | 10E |

| | | | | | |
|---------------------|------------|--------------------|----|-----|-----|
| Utah 05-96 | 4300730271 | 1780 FSL, 2180 FEL | 5 | 15S | 10E |
| Utah 08-97 | 4300730272 | 1495 FNL, 1273 FEL | 8 | 15S | 10E |
| Utah 08-98X | 4300730285 | 1341 FNL, 1319 FWL | 8 | 15S | 10E |
| Utah 08-99 | 4300730274 | 1500 FSL, 1120 FWL | 8 | 15S | 10E |
| Utah 08-100 | 4300730275 | 1500 FSL, 1400 FEL | 8 | 15S | 10E |
| Utah 17-101 | 4300730416 | 460 FNL, 2180 FEL | 17 | 15S | 10E |
| Utah 17-102 | 4300730277 | 810 FNL, 910 FWL | 17 | 15S | 10E |
| Utah 17-103 | 4300730278 | 1520 FSL, 1120 FWL | 17 | 15S | 10E |
| Powell 19-104 | 4300730282 | 1327 FNL, 1458 FWL | 19 | 15S | 10E |
| Powell 19-105 | 4300730283 | 1239 FSL, 1325 FWL | 19 | 15S | 10E |
| Utah 23-106 | 4300730280 | 150 FNL, 1400 FEL | 23 | 15S | 09E |
| Utah 23-107 | 4300730281 | 1252 FNL, 1255 FWL | 23 | 15S | 09E |
| Birkinshaw 19-108 | 4300730284 | 1305 FNL, 1192 FEL | 19 | 15S | 09E |
| Utah 36-109 | 4300730268 | 1800 FNL, 1800 FWL | 36 | 15S | 09E |
| Utah 16-110 | 4301530250 | 860 FSL, 2000 FWL | 16 | 16S | 09E |
| Fausett 09-111 | 4300730428 | 2215 FSL, 354 FEL | 9 | 14S | 09E |
| Fausett 10-112 | 4300730415 | 1590 FSL, 1342 FWL | 10 | 14S | 09E |
| Giacoletto 11-113 | 4300730335 | 500 FSL, 2070 FWL | 11 | 14S | 09E |
| Prettyman 11-114 | 4300730340 | 471 FSL, 1828 FEL | 11 | 14S | 09E |
| Giacoletto 13-120 | 4300730407 | 1200 FNL, 1219 FWL | 13 | 14S | 09E |
| Giacoletto 14-121 | 4300730345 | 1200 FNL, 1060 FEL | 14 | 14S | 09E |
| USA 14-122 | 4300730404 | 1500 FNL, 1039 FWL | 14 | 14S | 09E |
| Utah 30-125 | 4300730262 | 630 FSL, 1627 FEL | 30 | 14S | 10E |
| Utah 31-126 | 4300730305 | 1954 FNL, 1291 FEL | 31 | 14S | 10E |
| Robertson 32-127 | 4300730374 | 646 FNL, 349 FWL | 32 | 14S | 10E |
| Utah 04-129 | 4300730309 | 700 FWL, 1850 FSL | 4 | 15S | 10E |
| Utah 04-130 | 4300730519 | 860 FSL, 2150 FEL | 4 | 15S | 10E |
| Sampinos 16-131 | 4300730610 | 1201 FNL, 1016 FWL | 16 | 15S | 10E |
| Jensen 16-132 | 4300730588 | 1206 FSL, 1240 FWL | 16 | 15S | 10E |
| LDS 17-133 | 4300730296 | 1500 FSL, 1700 FEL | 17 | 15S | 10E |
| Utah 25-134 | 4300730399 | 745 FNL, 1482 FWL | 25 | 15S | 09E |
| Utah 36-135 | 4300730341 | 850 FNL, 850 FEL | 36 | 15S | 09E |
| Utah 36-136 | 4300730343 | 465 FSL, 660 FWL | 36 | 15S | 09E |
| Utah 36-137 | 4300730342 | 2180 FSL, 1800 FEL | 36 | 15S | 09E |
| Utah 02-138 | 4301530288 | 638 FNL, 1865 FEL | 2 | 16S | 09E |
| Utah 02-139 | 4301530289 | 1890 FNL, 850 FWL | 2 | 16S | 09E |
| Utah 02-140 | 4301530290 | 850 FSL, 1800 FWL | 2 | 16S | 09E |
| Utah 02-141 | 4301530291 | 1800 FSL, 1950 FEL | 2 | 16S | 09E |
| Telonis 15-142 | 4300730319 | 1320 FSL, 860 FWL | 15 | 14S | 09E |
| Fausett 16-143 | 4300730320 | 1320 FNL, 1320 FEL | 16 | 14S | 09E |
| Fausett 16-144 | 4300730321 | 1800 FNL, 860 FWL | 16 | 14S | 09E |
| Telonis 16-145 | 4300730322 | 1320 FSL, 1320 FWL | 16 | 14S | 09E |
| Paar 16-146 | 4300730323 | 843 FSL, 2157 FEL | 16 | 14S | 09E |
| Christiansen 17-147 | 4300730324 | 860 FSL, 1800 FWL | 17 | 14S | 09E |
| Christiansen 17-148 | 4300730325 | 1250 FSL, 1100 FEL | 17 | 14S | 09E |
| Birkinshaw 18-149 | 4300730326 | 500 FSL, 500 FEL | 18 | 14S | 09E |
| Telonis 19-150 | 4300730300 | 751 FNL, 1840 FWL | 19 | 14S | 09E |
| Telonis 19-151 | 4300730299 | 860 FSL, 2000 FWL | 19 | 14S | 09E |
| Telonis 20-152 | 4300730327 | 1320 FNL, 1900 FEL | 20 | 14S | 09E |

| | | | | | |
|-----------------------|------------|--------------------|----|-----|-----|
| Telonis 21-153 | 4300730329 | 860 FNL, 1800 FWL | 21 | 14S | 09E |
| Telonis 29-154 | 4300730330 | 800 FNL, 1500 FWL | 29 | 14S | 09E |
| Telonis 29-155 | 4300730331 | 1800 FSL, 1250 FWL | 29 | 14S | 09E |
| Telonis 30-156 | 4300730301 | 910 FNL, 868 FEL | 30 | 14S | 09E |
| Telonis 30-157 | 4300730332 | 1800 FSL, 580 FEL | 30 | 14S | 09E |
| Utah 32-158 | 4300730333 | 1038 FNL, 1768 FEL | 32 | 14S | 09E |
| Utah 32-159 | 4300730334 | 2011 FNL, 1426 FWL | 32 | 14S | 09E |
| Utah 32-160 | 4300730398 | 1500 FSL, 1780 FWL | 32 | 14S | 09E |
| Utah 32-161 | 4300730336 | 415 FSL, 1408 FEL | 32 | 14S | 09E |
| Utah 36-162 | 4300730315 | 2053 FNL, 685 FEL | 36 | 14S | 08E |
| Utah 36-163 | 4300730316 | 860 FNL, 2100 FWL | 36 | 14S | 08E |
| Utah 36-164 | 4300730317 | 1070 FSL, 2000 FWL | 36 | 14S | 08E |
| Utah 36-165 | 4300730318 | 1100 FSL, 1500 FEL | 36 | 14S | 08E |
| Utah 02-166 | 4300730337 | 1219 FNL, 1738 FEL | 2 | 15S | 08E |
| Utah 02-167 | 4300730338 | 660 FNL, 2075 FWL | 2 | 15S | 08E |
| Utah 02-168 | 4300730339 | 1800 FSL, 2100 FWL | 2 | 15S | 08E |
| Utah 02-169 | 4300730308 | 754 FSL, 1000 FEL | 2 | 15S | 08E |
| Seamons 32-170 | 4300730291 | 700 FNL, 500 FWL | 32 | 13S | 09E |
| Pinnacle Peak 19-171 | 4300730117 | 1320 FSL, 1320 FEL | 19 | 14S | 09E |
| Telonis 20-172 | 4300730107 | 1980 FSL, 660 FEL | 20 | 14S | 09E |
| Powell 30-173 | 4300730346 | 1200 FNL, 1200 FWL | 30 | 15S | 10E |
| Stella-Hamaker 10-174 | 4300730116 | 852 FNL, 1971 FWL | 10 | 15S | 08E |
| Utah 31-175 | 4301530317 | 897 FNL, 1731 FWL | 31 | 16S | 09E |
| USA 15-176 | 4300730450 | 2588 FNL, 1155 FEL | 15 | 14S | 09E |
| USA 09-178 | 4300730419 | 428 FSL, 2527 FWL | 9 | 14S | 09E |
| USA 17-180A | 4300730622 | 2563 FNL, 1383 FWL | 17 | 14S | 09E |
| USA 18-182 | 4300730417 | 1068 FSL, 1972 FWL | 18 | 14S | 09E |
| USA 24-183 | 4300730469 | 828 FNL, 624 FEL | 24 | 14S | 08E |
| Utah 27-187 | 4300730395 | 1400 FNL, 1400 FWL | 27 | 14S | 09E |
| Utah 27-188 | 4300730292 | 477 FSL, 518 FWL | 27 | 14S | 09E |
| Utah 28-189 | 4300730396 | 1707 FNL, 868 FEL | 28 | 14S | 09E |
| Utah 28-190 | 4300730397 | 1969 FNL, 1324 FWL | 28 | 14S | 09E |
| Utah 28-191 | 4300730293 | 693 FSL, 1623 FWL | 28 | 14S | 09E |
| Utah 28-192 | 4300730294 | 1407 FNL, 1940 FWL | 28 | 14S | 09E |
| Utah 29-193 | 4300730405 | 693 FNL, 1029 FEL | 29 | 14S | 09E |
| Utah 29-194 | 4300730427 | 951 FSL, 370 FEL | 29 | 14S | 09E |
| Utah 30-195 | 4300730265 | 1407 FNL, 1940 FWL | 30 | 14S | 09E |
| Utah 30-196 | 4300730344 | 1056 FSL, 1984 FWL | 30 | 14S | 09E |
| Kakatsidas 31-197 | 4300730420 | 619 FNL, 1361 FEL | 31 | 14S | 09E |
| Utah 31-198 | 4300730406 | 1403 FNL, 1540 FWL | 31 | 14S | 09E |
| Utah 31-199 | 4300730480 | 1125 FSL, 928 FWL | 31 | 14S | 09E |
| Utah 31-200 | 4300730385 | 2118 FSL, 549 FEL | 31 | 14S | 09E |
| Utah 33-201 | 4300730386 | 317 FNL, 1815 FEL | 33 | 14S | 09E |
| Utah 33-202 | 4300730387 | 1939 FNL, 1593 FWL | 33 | 14S | 09E |
| Utah 33-203 | 4300730388 | 1373 FSL, 1140 FWL | 33 | 14S | 09E |
| Utah 33-204 | 4300730389 | 2024 FSL, 1525 FEL | 33 | 14S | 09E |
| Utah 05-205 | 4300730384 | 1485 FNL, 760 FEL | 5 | 15S | 09E |
| Utah 05-206 | 4300730390 | 1300 FNL, 1352 FWL | 5 | 15S | 09E |
| Utah 06-207 | 4300730391 | 825 FNL, 928 FEL | 6 | 15S | 08E |

| | | | | | |
|-------------|------------|--------------------|----|-----|-----|
| Utah 01-208 | 4300730464 | 1246 FNL, 1831 FEL | 1 | 15S | 09E |
| Utah 01-209 | 4300730467 | 2271 FSL, 1251 FEL | 1 | 15S | 09E |
| Utah 34-211 | 4300730114 | 1181 FSL, 1005 FWL | 34 | 14S | 09E |
| Utah 03-212 | 4300730468 | 1187 FNL, 1761 FEL | 3 | 15S | 09E |
| Utah 03-213 | 4300730381 | 1466 FNL, 2041 FWL | 3 | 15S | 09E |
| Utah 03-214 | 4300730295 | 813 FSL, 966 FWL | 3 | 15S | 09E |
| Utah 03-215 | 4300730297 | 988 FSL, 604 FEL | 3 | 15S | 09E |
| Utah 04-216 | 4300730382 | 1610 FNL, 810 FEL | 4 | 15S | 09E |
| Utah 04-217 | 4300730383 | 1343 FNL, 1119 FWL | 4 | 15S | 09E |
| Utah 04-218 | 4300730418 | 1084 FSL, 509 FEL | 4 | 15S | 09E |
| Utah 10-219 | 4300730298 | 805 FNL, 756 FWL | 10 | 15S | 09E |
| Utah 10-220 | 4300730432 | 474 FSL, 372 FWL | 10 | 15S | 09E |
| Utah 10-221 | 4300730303 | 1602 FSL, 2032 FEL | 10 | 15S | 09E |
| USA 19-222 | 4300730393 | 1574 FSL, 1647 FEL | 19 | 15S | 10E |
| Utah 06-223 | 4300730430 | 1636 FSL, 1085 FEL | 6 | 15S | 09E |
| Utah 05-225 | 4300730440 | 421 FSL, 498 FEL | 5 | 15S | 09E |
| Utah 04-226 | 4300730408 | 571 FSL, 2331 FWL | 4 | 15S | 09E |
| Utah 09-227 | 4300730449 | 652 FNL, 1331 FEL | 9 | 15S | 09E |
| Utah 09-228 | 4300730413 | 1444 FNL, 1520 FWL | 9 | 15S | 09E |
| Utah 09-229 | 4300730414 | 1595 FSL, 2051 FWL | 9 | 15S | 09E |
| Utah 08-230 | 4300730410 | 2003 FNL, 960 FEL | 8 | 15S | 09E |
| Utah 08-231 | 4300730411 | 1321 FNL, 1738 FWL | 8 | 15S | 09E |
| H&A 08-232 | 4300730412 | 1135 FSL, 1497 FWL | 8 | 15S | 09E |
| Utah 08-233 | 4300730488 | 468 FSL, 2030 FEL | 8 | 15S | 09E |
| Utah 07-234 | 4300730409 | 1876 FNL, 875 FEL | 7 | 15S | 09E |
| Utah 07-235 | 4300730421 | 2098 FSL, 510 FEL | 7 | 15S | 09E |
| H&A 18-236 | 4300730459 | 896 FNL, 1511 FEL | 18 | 15S | 09E |
| Utah 18-237 | 4300730485 | 1867 FSL, 1920 FEL | 18 | 15S | 09E |
| Utah 17-238 | 4300730510 | 677 FNL, 1321 FEL | 17 | 15S | 09E |
| Utah 17-239 | 4300730511 | 1383 FNL, 1576 FWL | 17 | 15S | 09E |
| Utah 17-240 | 4300730512 | 1977 FSL, 1394 FWL | 17 | 15S | 09E |
| Utah 17-241 | 4300730513 | 1668 FSL, 2222 FEL | 17 | 15S | 08E |
| USA 12-242 | 4300730482 | 1738 FNL, 1505 FEL | 12 | 15S | 08E |
| USA 12-243 | 4300730486 | 950 FNL, 232 FWL | 12 | 15S | 08E |
| USA 11-244 | 4300730463 | 1151 FNL, 1690 FEL | 11 | 15S | 08E |
| USA 11-245 | 4300730462 | 1234 FNL, 1743 FWL | 11 | 15S | 08E |
| Utah 01-246 | 4300730566 | 1619 FNL, 170 FWL | 1 | 15S | 09E |
| Utah 01-247 | 4300730465 | 594 FSL, 266 FWL | 1 | 15S | 08E |
| USA 35-248 | 4300730582 | 828 FSL, 1245 FEL | 35 | 15S | 09E |
| USA 30-251 | 4300730403 | 1169 FSL, 913 FWL | 30 | 15S | 10E |
| Utah 25-252 | 4300730400 | 1937 FNL, 1416 FEL | 25 | 15S | 09E |
| Utah 25-253 | 4300730401 | 809 FSL, 899 FWL | 25 | 15S | 09E |
| Utah 25-254 | 4300730402 | 1787 FSL, 1954 FEL | 25 | 15S | 09E |
| Utah 26-255 | 4300730446 | 1209 FNL, 755 FEL | 26 | 15S | 09E |
| Utah 26-256 | 4300730445 | 1274 FSL, 1351 FWL | 26 | 15S | 09E |
| Utah 26-257 | 4300730444 | 1263 FSL, 1368 FEL | 26 | 15S | 09E |
| Utah 34-258 | 4300730552 | 1198 FNL, 1880 FEL | 34 | 15S | 09E |
| Utah 34-259 | 4300730456 | 1662 FSL, 2046 FEL | 34 | 15S | 09E |
| Utah 35-260 | 4300730447 | 814 FNL, 1900 FEL | 35 | 15S | 09E |

| | | | | | |
|----------------------|------------|--------------------|----|-----|-----|
| Utah 35-261 | 4300730442 | 615 FNL, 818 FWL | 35 | 15S | 09E |
| Utah 35-262 | 4300730443 | 1657 FSL, 1850 FWL | 35 | 15S | 09E |
| Utah 35-263 | 4300730441 | 1785 FSL, 946 FEL | 35 | 15S | 09E |
| USA 01-264 | 4301530336 | 1055 FNL, 441 FWL | 1 | 16S | 09E |
| USA 01-265 | 4301530337 | 1739 FSL, 636 FWL | 1 | 16S | 09E |
| Woolstenhulme 05-266 | 4300730481 | 1389 FNL, 2179 FEL | 5 | 15S | 10E |
| Utah 26-267 | 4300730514 | 1836 FNL, 2130 FWL | 26 | 15S | 09E |
| Utah 27-268 | 4300730457 | 1125 FSL, 1682 FWL | 26 | 15S | 09E |
| Utah 27-269 | 4300730458 | 1661 FSL, 795 FEL | 27 | 15S | 09E |
| Utah 34-270 | 4300730347 | 774 FNL, 756 FWL | 34 | 15S | 09E |
| Utah 34-271 | 4300730496 | 1693 FSL, 965 FWL | 34 | 15S | 09E |
| Utah 33-272 | 4300730502 | 694 FNL, 2034 FEL | 33 | 15S | 09E |
| Utah 33-273 | 4300730493 | 1922 FNL, 328 FWL | 33 | 15S | 09E |
| Utah 33-274 | 4300730494 | 1098 FSL, 1673 FWL | 33 | 15S | 09E |
| Utah 33-275 | 4300730495 | 1401 FSL, 1029 FEL | 33 | 15S | 09E |
| Utah 32-276 | 4300730483 | 738 FL, 1318 FWL | 32 | 15S | 09E |
| Utah 32-277 | 4300730484 | 1613 FSL, 1931 FEL | 32 | 15S | 09E |
| Utah 05-278 | 4301530278 | 1665 FNL, 1923 FEL | 5 | 15S | 09E |
| Utah 04-279 | 4301530340 | 1020 FNL, 1757 FEL | 4 | 16S | 09E |
| Utah 04-280 | 4301530341 | 2087 FNL, 1627 FWL | 4 | 16S | 09E |
| Utah 04-281 | 4301530399 | 999 FSL, 896 FWL | 4 | 16S | 09E |
| Utah 04-282 | 4301530342 | 2188 FSL, 911 FEL | 4 | 16S | 09E |
| Utah 03-283 | 4301530349 | 461 FNL, 1772 FEL | 3 | 16S | 09E |
| Utah 03-284 | 4301530346 | 1218 FNL, 753 FWL | 3 | 16S | 09E |
| Utah 03-285 | 4301530345 | 1917 FSL, 546 FWL | 3 | 16S | 09E |
| Utah 03-286 | 4301530344 | 1690 FSL, 1958 FEL | 3 | 16S | 09E |
| USA 20-287 | 4300730448 | 1395 FNL, 979 FWL | 20 | 15S | 10E |
| USA 20-288 | 4300730451 | 1566 FSL, 1125 FWL | 20 | 15S | 10E |
| USA 30-289 | 4300730452 | 1184 FNL, 1353 FEL | 30 | 15S | 10E |
| USA 30-290 | 4300730453 | 1080 FSL, 1508 FEL | 30 | 14S | 10E |
| USA 11-291 | 4300730501 | 2609 FNL, 1994 FEL | 11 | 14S | 09E |
| USA 11-292 | 4300730500 | 2483 FNL, 664 FWL | 11 | 14S | 09E |
| USA 10-293 | 4300730498 | 2011 FNL, 847 FEL | 10 | 14S | 09E |
| USA 10-294 | 4300730497 | 1750 FNL, 769 FWL | 10 | 14S | 09E |
| USA 09-295 | 4300730499 | 696 FNL, 1198 FEL | 9 | 14S | 09E |
| Fausett 09-296 | 4300730455 | 2072 FNL, 798 FWL | 9 | 14S | 09E |
| USA 08-297 | 4300730491 | 789 FNL, 958 FEL | 8 | 14S | 09E |
| Ritzakis 08-298 | 4300730475 | 798 FNL, 2018 FWL | 8 | 14S | 09E |
| Ritzakis 08-299 | 4300730479 | 2187 FSL, 1885 FWL | 8 | 14S | 09E |
| Ritzakis 08-300 | 4300730476 | 2485 FSL, 1522 FEL | 8 | 14S | 09E |
| USA 04-302 | 4300730489 | 1076 FSL, 1860 FWL | 4 | 14S | 09E |
| USA 04-303 | 4300730490 | 597 FSL, 984 FEL | 4 | 14S | 09E |
| Ritzakis 05-304 | 4300730473 | 688 FSL, 1888 FWL | 5 | 14S | 09E |
| Ritzakis 05-305 | 4300730474 | 1104 FSL, 1196 FEL | 5 | 14S | 09E |
| USA 06-306 | 4300730492 | 399 FSL, 306 FEL | 6 | 14S | 09E |
| Helper 07-307 | 4300730487 | 672 FNL, 962 FWL | 7 | 15S | 09E |
| USA 31-310 | 4300730516 | 624 FNL, 1238 FWL | 31 | 15S | 10E |
| USA 31-311 | 4300730517 | 1934 FSL, 973 FWL | 31 | 15S | 10E |
| USA 01-312 | 4301530350 | 1453 FNL, 1881 FEL | 1 | 16S | 09E |

| | | | | | |
|--------------|------------|--------------------|----|-----|-----|
| USA 11-314 | 4301530353 | 1262 FNL, 1136 FWL | 11 | 16S | 09E |
| USA 10-317 | 4301530352 | 1221 FNL, 1104 FEL | 10 | 16S | 09E |
| USA 12-322 | 4300730576 | 492 FSL, 495 FWL | 10 | 15S | 08E |
| USA 12-323 | 4300730577 | 540 FSL, 784 FEL | 12 | 15S | 08E |
| USA 11-324 | 4300730575 | 732 FSL, 1763 FEL | 11 | 15S | 08E |
| USA 14-325 | 4300730579 | 890 FNL, 1469 FEL | 14 | 15S | 08E |
| USA 13-326 | 4300730581 | 1065 FNL, 1563 FEL | 13 | 15S | 08E |
| USA 13-327 | 4300730578 | 1092 FNL, 941 FWL | 13 | 15S | 08E |
| USA 35-328 | 4300730583 | 964 FSL, 1999 FWL | 35 | 14S | 08E |
| Utah 09-329 | 4300730561 | 884 FSL, 1324 FEL | 9 | 15S | 09E |
| Utah 06-330 | 4300730562 | 938 FNL, 1564 FWL | 6 | 15S | 09E |
| Utah 20-333 | 4300730669 | 1069 FNL, 1460 FEL | 20 | 15S | 09E |
| Utah 20-334 | 4300730625 | 932 FNL, 1655 FWL | 20 | 15S | 09E |
| Utah 20-335 | 4300730626 | 2152 FSL, 1716 FWL | 20 | 15S | 09E |
| Utah 19-337 | 4300730623 | 926 FNL, 768 FEL | 19 | 15S | 09E |
| Utah 19-338 | 4300730624 | 1789 FSL, 1426 FEL | 19 | 15S | 09E |
| Utah 05-343 | 4301530400 | 1795 FNL, 1431 FWL | 5 | 16S | 09E |
| Utah 05-344 | 4301530401 | 1316 FSL, 1343 FWL | 5 | 16S | 09E |
| Utah 05-345 | 4301530402 | 908 FSL, 1449 FEL | 5 | 16S | 09E |
| Utah 08-354 | 4301530395 | 1073 FNL, 1914 FEL | 8 | 16S | 09E |
| Utah 08-355 | 4301530378 | 1673 FNL, 850 FWL | 8 | 16S | 09E |
| Utah 08-356 | 4301530379 | 1701 FSL, 799 FWL | 8 | 16S | 09E |
| Utah 08-357 | 4301530380 | 1722 FSL, 1599 FEL | 8 | 16S | 09E |
| Utah 09-358 | 4301530300 | 2097 FNL, 1634 FEL | 9 | 16S | 09E |
| Utah 09-359 | 4301530407 | 1787 FNL, 871 FWL | 9 | 16S | 09E |
| Utah 09-360 | 4301530397 | 1323 FSL, 881 FWL | 9 | 16S | 09E |
| Utah 09-361 | 4301530408 | 1564 FSL, 1998 FEL | 9 | 16S | 09E |
| USA 10-362 | 4301530424 | 2225 FNL, 494 FWL | 10 | 16S | 09E |
| USA 14-386 | 4300730634 | 592 FNL, 2236 FWL | 14 | 15S | 08E |
| USA 24-387 | 4300730612 | 1243 FSL, 2306 FWL | 10 | 14S | 08E |
| USA 24-388 | 4300730613 | 1177 FSL, 612 FEL | 24 | 14S | 08E |
| Utah 25-389 | 4300730600 | 737 FNL, 1976 FEL | 25 | 14S | 08E |
| Utah 25-390 | 4300730599 | 1540 FNL, 1354 FWL | 25 | 14S | 08E |
| Utah 25-391A | 4300730658 | 1264 FSL, 1573 FWL | 25 | 14S | 08E |
| Utah 25-392 | 4300730602 | 2045 FSL, 1718 FEL | 25 | 14S | 09E |
| USA 26-393 | 4300730614 | 1666 FNL, 874 FEL | 26 | 14S | 08E |
| USA 26-394 | 4300730615 | 856 FSL, 2377 FWL | 26 | 14S | 08E |
| USA 26-395 | 4300730616 | 1927 FSL, 830 FEL | 26 | 14S | 08E |
| USA 35-396 | 4300730584 | 616 FNL, 1896 FEL | 35 | 14S | 08E |
| USA 35-397 | 4300730585 | 949 FNL, 1264 FWL | 35 | 14S | 08E |
| USA 20-398 | 4300730590 | 1374 FNL, 1387 FEL | 20 | 15S | 10E |
| USA 20-399 | 4300730591 | 1445 FSL, 1128 FEL | 20 | 15S | 10E |
| Utah 09-412 | 4300730580 | 1102 FSL, 1018 FWL | 9 | 15S | 10E |
| Utah 09-413 | 4300730605 | 1007 FNL, 1197 FWL | 9 | 15S | 10E |
| Utah 10-415 | 4301530391 | 1090 FNL, 557 FEL | 10 | 16S | 08E |
| USA 14-416 | 4300730646 | 892 FSL, 1311 FWL | 14 | 15S | 08E |
| USA 14-417 | 4300730647 | 1741 FSL, 1054 FEL | 14 | 15S | 09E |
| USA 13-418 | 4300730645 | 737 FSL, 793 FEL | 13 | 15S | 08E |
| USA 13-419 | 4300730631 | 2617 FSL, 1958 FEL | 13 | 15S | 08E |

| | | | | | |
|--------------------|------------|--------------------|----|-----|-----|
| USA 23-423 | 4300730611 | 408 FSL, 924 FEL | 23 | 14S | 08E |
| USA 34-434 | 4300730621 | 1342 FSL, 922 FEL | 34 | 14S | 08E |
| USA 18-435 | 4300730619 | 1868 FNL, 793 FWL | 18 | 14S | 09E |
| USA 07-436 | 4300730630 | 3121 FNL, 871 FEL | 7 | 14S | 09E |
| USA 03-442 | 4300730710 | 899 FNL, 553 FEL | 3 | 15S | 08E |
| USA 24-443 | 4300730651 | 1780 FNL, 2247 FEL | 24 | 15S | 08E |
| USA 24-444 | 4300730648 | 1338 FNL, 1153 FWL | 24 | 15S | 08E |
| USA 24-446 | 4300730708 | 1377 FNL, 2340 FWL | 24 | 14S | 08E |
| USA 13-447 | 4300730707 | 2044 FSL, 741 FEL | 13 | 14S | 08E |
| USA 24-448 | 4300730652 | 2146 FSL, 2021 FEL | 24 | 15S | 08E |
| Utah 34-456 | 4300730713 | 755 FNL, 1377 FEL | 34 | 14S | 08E |
| USA 13-470 | 4300730706 | 1741 FNL, 554 FEL | 13 | 14S | 08E |
| Utah 06-483 | 4300730716 | 2456 FSL, 988 FWL | 6 | 15S | 09E |
| American Quasar D1 | 4300730040 | 999 FSL, 1552 FWL | 31 | 14S | 10E |
| Arcadia-Telonis D2 | 4300730093 | 465 FSL, 560 FEL | 19 | 14S | 09E |
| Utah D3 | 4300730290 | 1600 FSL, 1530 FEL | 18 | 15S | 10E |
| Utah D4 | 4300730314 | 600 FNL, 500 FWL | 24 | 14S | 09E |
| Fausett D5 | 4300730351 | 467 FNL, 1461 FWL | 16 | 14S | 09E |
| Drew D6 | 4300730100 | 1300 FSL, 830 FWL | 34 | 14S | 09E |
| Utah D7 | 4301530338 | 1371 FSL, 1530 FEL | 2 | 14S | 09E |
| Utah D8 | 4300730431 | 1342 FNL, 350 FWL | 12 | 15S | 09E |
| Utah D9 | 4300730438 | 1960 FNL, 1487 FWL | 32 | 14S | 09E |
| RGC D10 | 4300730520 | 162 FNL, 1557 FEL | 28 | 15S | 09E |
| USA D11 | 4301530356 | 1513 FNL, 2437 FEL | 13 | 16S | 09E |
| Sampinos D14 | 4300730567 | 1695 FSL, 2133 FEL | 16 | 15S | 10E |

LAW OFFICES
PRUITT, GUSHEE & BACHTELL

SUITE 1850 BENEFICIAL LIFE TOWER
SALT LAKE CITY, UTAH 84111-1495

(801) 531-8446

TELECOPIER (801) 531-8468

E-MAIL: mail@pgblaw.com

THOMAS W. BACHTELL
A. JOHN DAVIS, III
JOHN W. ANDERSON
FREDERICK M. MACDONALD
GEORGE S. YOUNG
ANGELA L. FRANKLIN
JOHN S. FLITTON
MICHAEL S. JOHNSON
WILLIAM E. WARD

SENIOR COUNSEL:

ROBERT G. PRUITT, JR.
OLIVER W. GUSHEE, JR.

OF COUNSEL:

ROBERT G. PRUITT, III
BRENT A. BOHMAN

January 29, 2001

HAND DELIVERED

Mr. Jim Thompson
Utah Division of Oil, Gas & Mining
1594 W. North Temple
Salt Lake City, UT 84116

Re: River Gas/Phillips Merger

Dear Mr. Thompson:

As you may know, River Gas Corporation ("RGC") merged into Phillips Petroleum Company ("Phillips") effective December 31, 2000 at 11:59 p.m. I have enclosed a Certificate of Articles of Merger issued by the Utah Department of Commerce and, although duplicative, a sundry notice formally evidencing the merger for your records, and a list of all wells, including injection wells, formerly operated by RGC.

Please change the Division's records to reflect the change in operator of these wells from RGC to Phillips. All operational questions should be directed to Phillips at the following address:

Phillips Petroleum Company
Attn: Billy Stacy, Operations Manager
P.O. Box 3368
Englewood, CO 80155-3368
Telephone No.: (720) 344-4984

Phillips currently has a bond on file with the Division (a copy of which is enclosed for your reference), but I understand an \$80,000 Letter of Credit is in the process of being substituted.

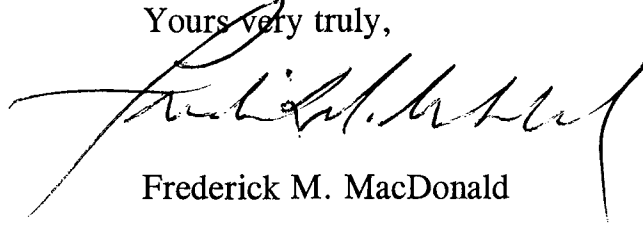
Mr. Jim Thompson

January 29, 2001

Page 2

On behalf of Phillips, I thank you for your cooperation. Should you have any further questions or concerns, please do not hesitate to contact me.

Yours very truly,

A handwritten signature in black ink, appearing to read "Frederick M. MacDonald", with a long, sweeping horizontal line extending to the left.

Frederick M. MacDonald

FMM:cs

2078.16

Enclosures

cc: W. H. Rainbolt

Billy Stacy



Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, Box 146705
Salt Lake City, UT 84114-6705
Phone: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web site: <http://www.commerce.state.ut.us>

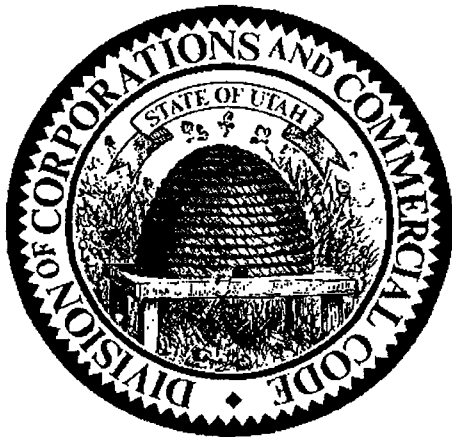
Registration Number: 562960-0143
Business Name: PHILLIPS PETROLEUM COMPANY
Registered Date: JUNE 14, 1946

01/12/01

CERTIFICATE OF ARTICLES OF MERGER

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT

ARTICLES OF MERGER WERE FILED WITH THIS OFFICE ON DECEMBER 12, 2000 MERGING RIVER GAS CORPORATION, A CORPORATION OF THE STATE OF ALABAMA, INTO PHILLIPS PETROLEUM COMPANY, THE SURVIVING CORPORATION WHICH IS OF THE STATE OF DELAWARE, AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Ric Campbell

Ric Campbell
Acting Division Director of
Corporations and Commercial Code

Dept. of Professional Licensing
(801)530-6628

Real Estate
(801)530-6747

Public Utilities
(801)530-6651

Securities
(801)530-6600

Consumer Protection
(801)530-6601

00171191

State of Delaware
Office of the Secretary of State

PAGE 1

TS

12/13/2000
Receipt Number: 188532
Amount Paid: \$145.00

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"RIVER GAS CORPORATION", A ALABAMA CORPORATION,
WITH AND INTO "PHILLIPS PETROLEUM COMPANY" UNDER THE NAME OF
"PHILLIPS PETROLEUM COMPANY", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE SIXTH DAY OF DECEMBER, A.D. 2000,
AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY
OF DECEMBER, A.D. 2000, AT 11:59 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

12-12-00P04:02 RCVD

TAF
FILED
DEC 12 2000

Utah Div. Of Corp. & Comm. Code

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certify that the foregoing has been filed
and approved on this 12 day of Dec 20 2000
in the office of this Division and hereby issue
this Certificate thereof.

Examiner



RIC CAMPBELL
ACTING DIRECTOR



Edward J. Freel, Secretary of State
AUTHENTICATION: 0837738

0064324 8100M

001609453

DATE: 12-07-00

CERTIFICATE OF OWNERSHIP AND MERGER

OF

RIVER GAS CORPORATION

(an Alabama corporation)

into

Phillips Petroleum Company

(a Delaware corporation)

It is hereby certified that:

1. Phillips Petroleum Company [hereinafter sometimes referred to as the "Corporation"] is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of each class of stock of River Gas Corporation, which is a business corporation of the State of Alabama.

3. The laws of the jurisdiction of organization of River Gas Corporation permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges River Gas Corporation into the Corporation.

5. The following is a copy of the resolutions adopted on November 21, 2000 by the Board of Directors of the Corporation to merge the said River Gas Corporation into the Corporation:

"1. Phillips Petroleum Company, which is a business corporation of the State of Delaware and is the owner of all of the outstanding shares of River Gas Corporation, which is a business corporation of the State of Alabama, hereby merges River Gas Corporation into Phillips Petroleum Company pursuant to the provisions of the Alabama Business Corporation Act and pursuant to the

12-12-00P04:02 RCVD

provisions of Section 253 of the General Corporation Law of Delaware.

"2. The separate existence of River Gas Corporation shall cease at the effective time and date of the merger pursuant to the provisions of the Alabama Business Corporation Act; and Phillips Petroleum Company shall continue its existence as the surviving corporation pursuant to the provisions of Section 253 of the General Corporation Law of Delaware.

"3. The Articles of Incorporation of Phillips Petroleum Company are not amended in any respect by this Plan of Merger.

"4. The issued shares of River Gas Corporation shall not be converted or exchanged in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

"5. Each share of Phillips Petroleum Company outstanding immediately prior to the effective time and date of the merger is to be an identical outstanding share of Phillips Petroleum Company at the effective time and date of the merger.

"6. No shares of Phillips Petroleum Company and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.

"7. The Board of Directors and the proper officers of Phillips Petroleum Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

"This Company approves that the effective time and date of the merger herein provided for in the State of Alabama shall be 11:59 p.m. on December 31, 2000."

"Any Vice President, the Treasurer, any Assistant Treasurer, the Secretary, any Assistant Secretary, and each of them severally, be and hereby is authorized to make, execute,

deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of these resolutions and to do or cause to be done all such acts as are necessary to give effect to the purpose and intent of the approval herein set forth."

6. This Certificate of Ownership and Merger shall be effective at 11:59 p.m. on December 31, 2000.

Executed on November 27, 2000

Phillips Petroleum Company

N. A. Loftis
N. A. Loftis, Assistant Secretary



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Utah State Office
P.O. Box 45155
Salt Lake City, UT 84145-0155

In Reply Refer To:
3106
UTU-47157 et al
(UT-932)

JAN 30 2001

NOTICE

Phillips Petroleum Company : Oil and Gas
Attn: W. H. Rainbolt, Rocky Mtn. Region-Land :
Box 1967 :
Houston, TX 77251-1967 :

Merger Recognized

Acceptable evidence has been filed in this office concerning the merger of River Gas Corporation into Phillips Petroleum Company with Phillips Petroleum Company being the surviving entity.

The oil and gas lease files and rights-of-way files identified on the enclosed exhibit have been noted as to the merger. The exhibit is the list supplied by the representative of the companies, and verified by our computerized records. We have not adjudicated the case files to determine if the entity affected by the merger holds an interest in the leases identified, nor have we attempted to identify leases where the entity is the operator on the ground, maintaining no vested record title or operating rights interest. We are notifying the Minerals Management Service and all applicable BLM offices of the merger by a copy of this notice. If additional documentation for a change of operator is required by our Field Offices, you will be contacted by them.

By recognition of the merger the obligor is automatically changed by operation of law from River Gas Corporation to Phillips Petroleum Company on Letter of Credit No. P-207337 (BLM Bond No. UT0829). A rider to BLM Bond No. ES0048 assuming any and all liabilities of BLM Bond No. UT0829 must be submitted for approval to the Eastern States Office, Attn: Bill Forbes, 7450 Boston Boulevard, Springfield, VA 22153. After the rider is approved, the Letter of Credit will be returned to the financial institution that issued it.

ROBERT LOPEZ

Robert Lopez
Chief, Branch of
Minerals Adjudication

Enclosure
Exhibit of Leases

RECEIVED

FEB 02 2001

DIVISION OF
OIL, GAS AND MINING

cc: Moab Field Office
Vernal Field Office
Price Field Office
MMS—Reference Data Branch, MS 3130, P.O. Box 5860, Denver, CO 80217
State of Utah, DOGM, Attn: Jim Thompson (Ste. 1210), Box 145801, SLC, UT 84114
The Chase Manhattan Bank, Attn: Standby Letter of Credit Dept., 4 Chase Metrotech Center, 8th Floor
Brooklyn, NY 11245
Teresa Thompson (UT-931)
LaVerne Steah (UT-942)
Pruitt, Gushee & Bachtell, Attn: Frederick M. MacDonald, Suite 1850 Beneficial Life Tower,
Salt Lake City, Utah 84111-1495
BLM, Eastern States Office (Attn: Bill Forbes)

RGC/Phillips Merger

List of Affected BLM Leases and Rights-of-Way

A. Oil & Gas Leases

| | | |
|-----------|-----------|-----------|
| UTU-47157 | UTU-70219 | UTU-75016 |
| UTU-49631 | UTU-70400 | UTU-75019 |
| UTU-50645 | UTU-71390 | UTU-75021 |
| UTU-51584 | UTU-72003 | UTU-75022 |
| UTU-53872 | UTU-72004 | UTU-76332 |
| UTU-57821 | UTU-72350 | UTU-76334 |
| UTU-60402 | UTU-72355 | UTU-77351 |
| UTU-60925 | UTU-72358 | UTU-77353 |
| UTU-61154 | UTU-72377 | UTU-77354 |
| UTU-61155 | UTU-72470 | UTU-78408 |
| UTU-61158 | UTU-72477 | UTU-78409 |
| UTU-61547 | UTU-72624 | UTU-78410 |
| UTU-61548 | UTU-72723 | UTU-78411 |
| UTU-62145 | UTU-72724 | UTU-78412 |
| UTU-62276 | UTU-72746 | UTU-78413 |
| UTU-65298 | UTU-73004 | UTU-78782 |
| UTU-65300 | UTU-73075 | UTU-78783 |
| UTU-65302 | UTU-73330 | UTU-79150 |
| UTU-65303 | UTU-73331 | UTU-79151 |
| UTU-67621 | UTU-73523 | UTU-79152 |
| UTU-67839 | UTU-73752 | UTU-79153 |
| UTU-67906 | UTU-73884 | UTU-79154 |
| UTU-68314 | UTU-74376 | UTU-79155 |
| UTU-69449 | UTU-75015 | UTU-79159 |

B. Rights-of-Way

| | | |
|-----------|--------------|--------------|
| UTU-73226 | UTU-77141 | UTU-77976 |
| UTU-74319 | UTU-77141-01 | UTU-77989 |
| UTU-74320 | UTU-77151 | UTU-77989-01 |
| UTU-76610 | UTU-77151-01 | |
| UTU-76629 | UTU-77154 | |

OPERATOR CHANGE WORKSHEET

ROUTING

| | | | |
|--------|---|--------|---|
| 1. GLH | | 4-KAS | ✓ |
| 2. CDW | ✓ | 5-SP | ✓ |
| 3. JLT | | 6-FILE | |

Enter date after each listed item is completed

Change of Operator (Well Sold)

Designation of Agent

Operator Name Change (Only)

X MergerThe operator of the well(s) listed below has changed, effective: **12-31-2000**

| |
|--|
| FROM: (Old Operator): |
| RIVER GAS CORPORATION |
| Address: 6825 S. 5300 W. P. O. BOX 851 |
| |
| PRICE, UT 84501 |
| Phone: 1-(435)-613-9777 |
| Account N1605 |
| |

| |
|-----------------------------|
| TO: (New Operator): |
| PHILLIPS PETROLEUM COMPANY |
| Address: P. O. BOX 3368 |
| |
| ENGLEWOOD, CO 80155-3368 |
| Phone: 1-(720)-344-4984 |
| Account N1475 |
| |

CA No.

Unit: **DRUNKARDS WASH**

WELL(S)

| NAME | API NO. | ENTITY NO. | SEC. TWN RNG | LEASE TYPE | WELL TYPE | WELL STATUS |
|--------------------------|--------------|------------|--------------|------------|-----------|-------------|
| USA 34-510 | 43-007-30506 | 99999 | 34-13S-09E | STATE | GW | APD |
| USA 27-457 | 43-007-30712 | 99999 | 27-14S-08E | STATE | GW | APD |
| USA 27-458 | 43-007-30714 | 99999 | 27-14S-08E | STATE | GW | APD |
| USA 02-403 | 43-007-30609 | 99999 | 02-14S-09E | STATE | GW | APD |
| USA 02-404 | 43-007-30608 | 99999 | 02-14S-09E | STATE | GW | APD |
| USA 02-405 | 43-007-30607 | 99999 | 02-14S-09E | STATE | GW | APD |
| USA 02-406 | 43-007-30606 | 99999 | 02-14S-09E | STATE | GW | APD |
| USA 34-210 | 43-007-30429 | 99999 | 34-14S-09E | STATE | GW | APD |
| USA 05-224 | 43-007-30478 | 99999 | 05-15S-09E | STATE | GW | APD |
| USA 19-497 | 43-007-30731 | 99999 | 19-15S-09E | STATE | GW | APD |
| USA 20-336 | 43-007-30738 | 99999 | 20-15S-09E | STATE | GW | APD |
| USA 28-320 | 43-007-30551 | 99999 | 28-15S-09E | STATE | GW | APD |
| USA 28-321 | 43-007-30560 | 99999 | 28-15S-09E | STATE | GW | APD |
| CLAWSON SPRING STATE D-2 | 43-007-30639 | 99999 | 30-15S-09E | STATE | GW | APD |
| CLAWSON SPRING STATE D-4 | 43-007-30641 | 99999 | 30-15S-09E | STATE | GW | APD |
| UTAH 09-450 | 43-007-30657 | 99999 | 09-15S-10E | STATE | GW | APD |
| UTAH 09-453 | 43-007-30722 | 99999 | 09-15S-10E | STATE | GW | APD |
| UTAH 16-365 | 43-015-30411 | 99999 | 16-16S-09E | STATE | GW | APD |
| UTAH 16-366 | 43-015-30412 | 99999 | 16-16S-09E | STATE | GW | APD |
| USA 21-427 | 43-015-30417 | 99999 | 21-16S-09E | FEDERAL | GW | APD |

OPERATOR CHANGES DOCUMENTATION

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 01/29/2001
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 01/29/2001
3. The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 02/15/2001

4. Is the new operator registered in the State of Utah: YES Business Number: 562960-0143
5. If **NO**, the operator was contacted contacted on: _____
6. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the (merger, name change, or operator change for all wells listed on Federal or Indian leases on: 01/30/2001
7. **Federal and Indian Units:** The BLM or BIA has approved the successor of unit operator for wells listed on: N/A
8. **Federal and Indian Communization Agreements ("CA"):** The BLM or the BIA has approved the operator change for all wells listed involved in a CA on: N/A
9. **Underground Injection Control ("UIC") Pro:** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: N/A

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database** on: 02/20/2001
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 02/20/2001
3. Bond information entered in RBDMS on: N/A
4. Fee wells attached to bond in RBDMS on: N/A

STATE BOND VERIFICATION:

1. State well(s) covered by Bond No.: 5952189

FEE WELLS - BOND VERIFICATION/LEASE INTEREST OWNER NOTIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed has furnished a bond: N/A
2. The **FORMER** operator has requested a release of liability from their bond on: N/A
The Division sent response by letter on: N/A
3. (R649-2-10) The **FORMER** operator of the Fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: N/A

FILMING:

1. All attachments to this form have been **MICROFILMED** on: 2.22.01

FILING:

1. **ORIGINALS/COPIES** of all attachments pertaining to each individual well have been filled in each well file on: _____

COMMENTS:

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

CONFIDENTIAL

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

1. Type of Well: OIL ☐ GAS ☒ OTHER:

2. Name of Operator:

Phillips Petroleum Company

3. Address and Telephone Number:

6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777

4. Location of Well Footages:

1975' 1249'
1462' FSL, 1489' FWL

QQ, Sec., T., R., M.:

NE/SW SEC. 02, T14S, R09E, SLB & M

5. Lease Designation and Serial Number:

ML-47795

6. If Indian, Allottee or Tribe Name:

N/A

7. Unit Agreement Name:

Drunkards Wash UTU-67921X

8. Well Name and Number:

Utah 02-405

9. API Well Number:

43-007-30607

10. Field or Pool, or Wildcat:

Drunkards Wash

County: Carbon County

State: Utah

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

NOTICE OF INTENT (Submit in Duplicate)

- | | |
|--|---|
| <input type="checkbox"/> Abandon | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Recomplete |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Multiple Completion | <input type="checkbox"/> Water Shut-Off |
| <input type="checkbox"/> Other _____ | |
- Approximate date work will start _____

SUBSEQUENT REPORT (Submit Original Form Only)

- | | |
|---|---|
| <input type="checkbox"/> Abandon * | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Other _____ Spud Notice | |
| Date of work completion _____ | |

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.

* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please be advised that the Utah 02-405 well was spud on 7/1/01 at 7:30 pm.
Pense Bros. Rig #9
Dry Drill

ORIGINAL

RECEIVED

JUL 12 2001

DIVISION OF
OIL, GAS AND MINING

CONFIDENTIAL

13.

Name & Signature: Frankie Hathaway

Frankie Hathaway

Title: Administrative Assistant

Date: 7/10/01

(This space for state use only)

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

CONFIDENTIAL

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

1. Type of Well: OIL ☐ GAS ☒ OTHER:

2. Name of Operator:

Phillips Petroleum Company

3. Address and
Telephone Number:

6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777

4. Location of Well
Footages:1925' - 1349'
1462' FSL, 1489' FWL

QQ, Sec., T., R., M.:

NW/SW SEC. 02, T14S, R09E, SLB & M

5. Lease Designation and Serial Number:

ML-47795

6. If Indian, Allottee or Tribe Name:

N/A

7. Unit Agreement Name:

Drunkards Wash UTU-67921X

8. Well Name and Number:

Utah 02-405

9. API Well Number:

43-007-30607

10. Field or Pool, or Wildcat:

Drunkards Wash

County: Carbon County

State: Utah

11. **CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA****NOTICE OF INTENT**
(Submit in Duplicate)

- | | |
|--|---|
| <input type="checkbox"/> Abandon | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Recomplete |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Multiple Completion | <input type="checkbox"/> Water Shut-Off |
| <input type="checkbox"/> Other _____ | |
- Approximate date work will start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

- | | |
|---|---|
| <input type="checkbox"/> Abandon * | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Casing |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Other _____ Well Report | |
- Date of work completion _____

Report results of Multiple Completions and Recompletions to different reservoirs on WELL
COMPLETION OR RECOMPLETION REPORT AND LOG form.

* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

See Attached:

ORIGINAL

CONFIDENTIAL RECEIVED

JUL 12 2001

DIVISION OF
OIL, GAS AND MINING

13.

Name & Signature: Frankie Hathaway

Frankie Hathaway

Title: Administrative Assistant

Date: 7/10/01

(This space for state use only)

DRUNKARDS WASH PROJECT

DAILY WELL REPORT

CONFIDENTIAL

UTAH

02-405

API NO: 4300730607

1462 FSL 1489 FWL

NESW SEC: 02 TWN: 14S RNG: 9E

COUNTY: CARBON

ELEVATION: 5742

DRILLING CONTRACTOR: Pense Brothers Rig #9

SPUD TIME/DATE: 7/1/01 7:30:00 PM

TD TIME/DATE: 7/3/01 11:45:00 AM

TD DEPTH: 3120

ON-LINE TIME/DATE:

Bit Information

| Type | Size | In | Out | Hours | Rotating Hours |
|------------|---------|---------|---------|-------|----------------|
| Air Hammer | 15 in | 0.00 | 6.00 | 0.5 | 0.25 |
| Air Hammer | 11 in | 6.00 | 320.00 | 2.5 | 2 |
| Air Hammer | 7 7/8 | 320.00 | 2600.00 | 14.5 | 12 |
| Tri-cone | 7 7/8in | 2600.00 | 3120.00 | 16.5 | 8 |

Conductor Casing

Bore Hole Size: 15 in Conductor From: 0.00 To: 6.00

Casing Description: 12 3/4in PE Number of Joints: 1 Set @: 6.00

Cement: Amount:

Cement Report:

Surface Casing

Bore Hole Size: 11 in Surface Casing From: 0.00 To: 320.00

Casing Description: 8 5/8 in 24#/ft J-55 Number of Joints: 11 Set @: 316.90

Cement: G + 2%S-1 + 1/4#/sk D-29 Amount: 150.00

Cement Report: rigged up hall., safety meeting, tested lines, then pumped water till broke circulation, then pumped 150 sks of g cement displaced with 18 bbls of water, with 10bbls. Of good cement returns, shut valve @ 2am, rigged down hall. Waiting on bop test. bs

Production Casing

Bore Hole Size: 7 7/8 in Prod.Casing From: 0.00 To: 3120.00

Casing Description: 5 1/2 in 17#/ft N-80 Number of Joints: 72 Length: 3094.00

Lead Cement: 50/50 POZ, 8%D20, 10%D44, 2%S001, 1/4#/sk D29 Amount: 300.00

Tail Cement: 10-1 RFC Amount: 90.00

Cement Report: rigged up hall., safety meeting, tested lines, pump till broke circulation pumped 15 bbls. After circulation, 10 bbl gell pill, 10 bbl water spacer, then 300 sks of 50/50 poz & 90 sks of rfc, displaced with 72 bbls. Of water with 10 bbls of returns, plug down time @ 3pm. (bridged off last 6 bbls. Of return ran 10 % cal seal in job pressure was @ 2100 psi)bs

Float Equipment: 5 1/2 float shoe

Centralizers ran on: 2,5,9,13,21,

Drilling Data**DAY 1 7/2/01**

CURRENT DEPTH: 320 CURRENT OPERATIONS: waiting on cement to set ROTATING HRS: 2.25
 7am-5pm no activity, 5pm-7pm moving on location, 7pm-8pm serviced equipment, rigged up & spud in @ 7:30pm,
 8pm-9pm set 6 ft. of conductor, 9pm-11pm drilled surface hole, 11pm-12am drilled to 320 ft. & tripped out,
 12am-1am run 8 5/8 casing & waiting on cementers 1/2 hr., 1am-2am rigged up hall. & pumped cement 150 sks
 of g shut valve @ 2am, 2am-7am waiting on cement to set up. Bs

Estimated Daily Cost: [REDACTED]**DAY 2 7/3/01**

CURRENT DEPTH: 2660 CURRENT OPERATIONS: drilling @ 2660 ft ROTATING HRS: 12.5
 7am-10am break loose, n/up bope & manifold, 10am-12pm test bope, 12pm-1pm change bits & rih, 1pm-2pm drill
 7 7/8in hole to 470ft, 2pm-6pm drill 470-1250ft, 6pm-9pm drill 1250-1820ft, 9pm-12am drill 1820-2420ft,
 12am-1am drill 2420-2600ft, 1am-2am condition hole, 2am- 3:30am pooh, 3:30am-5am change bits, rih w/ tri-cone
 & drill collars, 5am-6am finish rih 6am-6:30am condition hole 6:30am-7am drill 2600-2660ft

Estimated Daily Cost: [REDACTED]**DAY 3 7/4/01**

CURRENT DEPTH: 3120 CURRENT OPERATIONS: run 5 1/2 casing ROTATING HRS: 0.00
 7am-8am drilling 7 7/8 hole @ 2780, 8am-11am @ 3020 ft., 11am-12pm td well @ 3120 ft., 12pm-1pm cleaned
 hole pulled up to check valve, 1pm-2pm finished tripping up to check valve & started mixing mud, 2pm-3pm
 finished mixing mud, 3pm-3:45pm run rods to bottom, 3:45pm-4:45pm circulated for 1 hr., 4:45pm-5:30pm short
 tripped, 5:30pm-7pm circulated hole, 7pm-9:30pm tripped out of hole, 9:30pm-10pm rigged up loggers,
 10pm-12am logged well, 12am-12:30am rigged down loggers & released rig. bs

Estimated Daily Cost: [REDACTED]**DAY 4 7/6/01**

CURRENT DEPTH: 3120 CURRENT OPERATIONS: scraper run ROTATING HRS: 0.00
 rigged up work over rig, set pipe racks, unloaded pipe, took off thread protectors, talley pipe & started in hole, ran
 72 jts of 5 1/2 casing landed @ 3094.24, hooked up hall & pumped 300 sks of lead & 90 sks of tail, displaced
 with 72 bbls of water with 10 bbls returns, plug down @ 3pm, rigged down hall. Shut down for night. Bs

Estimated Daily Cost: [REDACTED]**Cum. Estimated Daily Cost:** [REDACTED]**Frac Data****Completion Data**

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING
ENTITY ACTION FORM - FORM 6

OPERATOR Phillips Petroleum Company
ADDRESS 6825 S. 5300 W. P.O. Box 851
Price, UT 84501

OPERATOR ACCT. NO. 1475

| ACTION CODE | CURRENT ENTITY NO. | NEW ENTITY NO. | API NUMBER | WELL NAME | WELL LOCATION | | | | | SPUD DATE | EFFECTIVE DATE |
|----------------|-----------------------|-------------------|--------------|-------------|---------------|----|-----|-----|--------|-----------|-------------------|
| | | | | | QQ | SC | TP | RG | COUNTY | | |
| A | 99999 | 13192 | 43-007-30607 | Utah 02-405 | NESW | 02 | 14S | 09E | Carbon | 07/01/01 | 7-16-01 |

WELL 1 COMMENTS: New single well, new spud outside PA and outside of Unit boundary

CONFIDENTIAL

7-16-01

| | | | | | | | | | | | |
|---|-------|-------|--------------|------------|------|----|-----|-----|--------|----------|---------|
| A | 99999 | 13193 | 43-007-30700 | USA 22-466 | SENE | 34 | 15S | 08E | Carbon | 07/02/01 | 7-16-01 |
|---|-------|-------|--------------|------------|------|----|-----|-----|--------|----------|---------|

WELL 2 COMMENTS: New single well, new spud outside PA and outside of Unit boundary

CONFIDENTIAL

7-16-01

| | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|--|
| | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|--|

WELL 3 COMMENTS:

| | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|--|
| | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|--|

WELL 4 COMMENTS:

| | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|--|
| | | | | | | | | | | | |
|--|--|--|--|--|--|--|--|--|--|--|--|

WELL 5 COMMENTS:

ORIGINAL

RECEIVED
CONFIDENTIAL

JUL 12 2001

DIVISION OF
OIL, GAS AND MINING

Frankie Hathaway
Signature

Administrative Assistant 7/2/01
Title Date

Phone No. (435)613-9777

ACTION CODES (See Instructions on back of form)

- A - Establish new entity for new well (single well only)
- B - Add new well to existing entity (group or unit well)
- C - Re-assign well from one existing entity to another existing entity
- D - Re-assign well from one existing entity to a new entity
- E - Other (explain in comments section)

NOTE: Use COMMENT section to explain why each Action Code was selected.

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

| | | | | | | | |
|--|------------------------|---|----------------------------------|--|---------------------|---|---------------|
| WELL COMPLETION OR RECOMPLETION REPORT AND LOG | | | | | | 5. LEASE DESIGNATION AND SERIAL NO. ML-47795 | |
| 1a. TYPE OF WELL: OIL WELL <input type="checkbox"/> GAS WELL <input checked="" type="checkbox"/> DRY <input type="checkbox"/> 1b. TYPE OF COMPLETION: NEW WELL <input checked="" type="checkbox"/> WORK OVER <input type="checkbox"/> DEEP-EN <input type="checkbox"/> PLUG BACK <input type="checkbox"/> DIFF. RESVR. <input type="checkbox"/> | | | | | | 6. IF INDIAN, ALLOTTEE OR TRIBE NAME N/A | |
| | | | | | | 7. UNIT AGREEMENT NAME Drunkards Wash UTU-67921X | |
| | | | | | | 8. FARM OR LEASE NAME Utah | |
| | | | | | | 9. WELL NO. 02-405 | |
| 2. NAME OF OPERATOR Phillips Petroleum Company | | | | | | 10. FIELD AND POOL, OR WILDCAT Drunkards Wash | |
| 3. ADDRESS OF OPERATOR 6825 S. 5300 W. P.O. Box 851 Price, Utah 84501 (435) 613-9777 | | | | | | 11. SEC., T., R., M., OR BLOCK AND SURVEY OR AREA NE/SW, Sec 02, T14S, R09E, SLB&M | |
| 4. LOCATION OF WELL (Report location clearly and in accordance with any State requirements) At surface: 1462' FSL 1489' FWL At top prod. interval reported below At total depth | | | | | | 12. COUNTY Carbon | |
| 14. API NO. 43-007-30607 | | | | | | 13. STATE Utah | |
| 15. DATE SPUNDED 7/1/01 | | 16. DATE T.D. REACHED 7/3/01 | | 17. DATE COMPL. (Ready to prod. or Plug & Abd.) 7/28/01 | | 18. ELEVATIONS (DF, REB, RT, GR, ETC.) GR 5742' | |
| 20. TOTAL DEPTH, MD & TVD 3120' | | 21. PLUG BACK T.D., MD & TVD 3094' | | 22. IF MULTIPLE COMPL., HOW MANY N/A | | 23. INTERVALS DRILLED BY to TD | |
| 24. PRODUCING INTERVAL(S), OF THIS COMPLETION--TOP, BOTTOM, NAME (MD OR TVD) Ferron Coal - Top Coal 2662' & Bottom Coal 2792' | | | | | | 25. WAS DIRECTIONAL SURVEY MADE N/A | |
| 26. TYPE ELECTRIC AND OTHER LOGS RUN Dual Induction, Laterolog, SFF, GR, Caliper, Comp Density, & Neutron | | | | | | 27. WAS WELL CORED YES <input type="checkbox"/> NO <input checked="" type="checkbox"/> | |
| 28. CASING RECORD (Report all strings set in well) | | | | | | | |
| CASING SIZE | WEIGHT, LB./FT. | DEPTH SET (MD) | HOLE SIZE | CEMENT RECORD | | AMOUNT PULLED | |
| 12 3/4" | Conductor | 6' | 15" | 150 sks Class G, 2% CaCl, 4% Gel, & 1/4#/sk Floccel | | | |
| 8 5/8" | J 53 24# | 317' | 11" | 300sks 50/50 POZ, 8% D-20, 10% D-44, 2% S-1, | | | |
| 5 1/2" | A 30 17# | 3094' | 7 7/8" | 90 sks 10-1 RFC (Thixotropic) | | | |
| 29. LINER RECORD | | | | | | | |
| SIZE | TOP (MD) | BOTTOM (MD) | SACKS CEMENT | SCREEN (MD) | 30. TUBING RECORD | | |
| | | | | | SIZE | DEPTH SET (MD) | PACKER SET |
| | | | | | 2-7/8" | 2880' | N/A |
| 31. PERFORATION RECORD (Interval, size and number) Ferron Coal | | | | 32. ACID, SHOT, FRACTURE, CEMENT SQUEEZE, ETC. | | | |
| 1) Upper: 2662'-2668' 4spf. 88" | | | | DEPTH INTERVAL (MD) | | | |
| 2) Middle: 2698'-2712' 4spf. 88" | | | | AMOUNT AND KIND OF MATERIAL USED | | | |
| 3) Lower: 2736'-2741', 2751'-2753', 2762'-2764', 2789'-2792' 4 spf. 88" | | | | Upper 2662'-2668' 20,800#, 20/40; 75,000#, 16/30; 47,396 gal fluid | | | |
| | | | | Middle 2698'-2712' 20,000#, 20/40; 62,000# 16/30; 43,721 gal fluid | | | |
| | | | | Lower 2736'-2792' 19,000# 20/40; 13,500# 16/30; 26,597 gal fluid | | | |
| 33. PRODUCTION | | | | | | | |
| DATE FIRST PRODUCTION 8/3/01 | | PRODUCTION METHOD (Flowing, gas lift, pumping--size and type of pump) Pumping - 2 1/2" x 2" x 16' RWAC | | | | WELL STATUS (Producing or shut-in) Producing | |
| DATE OF TEST 8/3/01 | HOURS TESTED 24hrs. | CHOKE SIZE ----- | PROD'N. FOR TEST PERIOD ----- | OIL---BBL. N/A | GAS---MCF. 56 | WATER---BBL. 192 | GAS-OIL RATIO |
| FLOW. TUBING PRESS. 117 | CASING PRESSURE 115 | CALCULATED 24-HOUR RATE ----- | OIL---BBL. N/A | GAS---MCF. 56 | WATER---BBL. 192 | OIL GRAVITY - API (CORR.) N/A | |
| 34. DISPOSITION OF GAS (Sold, used for fuel, vented, etc.) SOLD | | | | TEST WITNESSED BY Jerry H. Dietz | | | |
| 35. LIST OF ATTACHMENTS | | | | | | | |

36 I hereby certify that the foregoing and attached information is complete and correct as determined from all available records

SIGNED Jean Semborski TITLE Permitting Analyst

DATE 9/12/01

See Spaces for Additional Data on Reverse Side

WELL NUMBER: Utah 02-405

| 37 SUMMARY OF POROUS ZONES: (Show all important zones of porosity and contents thereof; cored intervals; and all drill-stem, tests, including depth interval tested, cushion used, time tool open, flowing and shut-in pressures, and recoveries): | | | | 38. GEOLOGIC MARKERS | | |
|--|-------|--------|--|----------------------|-----------------|------------------|
| FORMATION | TOP | BOTTOM | DESCRIPTION, CONTENTS, ETC. | NAME | TOP MEAS. DEPTH | TRUE VERT. DEPTH |
| Ferron | 2372' | 2507' | Coals and Sandstones Coal Interval: 2372'-2507' | Blue Gate Bentonite | 3575' | |
| | | | | Tununk Shale | 2898' | |
| | | | | Ferron Sandston | 2347' | |

DIVISION OF OIL, GAS AND MINING

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

1. Type of Well: OIL ☐ GAS ☐ OTHER ☒

2. Name of Operator:

Phillips Petroleum Company

3. Address and Telephone Number:

6825 South 5300 West, P.O. Box 851, Price, UT 84501 (435) 613-9777

4. Location of Well
Footages:1925 FSL, 1349 FWL
1462

QQ, Sec., T., R., M.:

NE/SW, Sec.02, T14S, R09E, SLB&M

5. Lease Designation and Serial Number:

ML-47795

6. If Indian, Allottee or Tribe Name:

N/A

7. Unit Agreement Name:

UTU67921X Drunkards Wash

8. Well Name and Number:

UTAH 02-405

9. API Well Number:

43-007-30607

10. Field or Pool, or Wildcat:

Drunkards Wash

County: Carbon County

State: Utah

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA**NOTICE OF INTENT**
(Submit in Duplicate)

- | | |
|--|--|
| <input type="checkbox"/> Abandon | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Csg |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Recomplete |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Multiple Completion | <input type="checkbox"/> Water Shut-Off |
| <input type="checkbox"/> Other _____ | |
- Approximate date work will start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

- | | |
|--|--|
| <input type="checkbox"/> Abandon * | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Csg |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Other _____ Chemical/Flush Treatment | |
- Date of work completion 02/28/02

Report results of Multiple Completions and Recompletions to different reservoirs on WELL
COMPLETION OR RECOMPLETION REPORT AND LOG form.

* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please be advised that the above referenced well was chemically treated with 4000 gallons of low Ph fluid & 300 gallons of 15% HCL on 02/28/02.

13.

Name & Signature: Lynnette AllredTitle: Administrative AssistantDate: 03/12/02

(This space for state use only)

DIVISION OF OIL, GAS AND MINING

ORIGINAL

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN for the following proposals:

CONFIDENTIAL

1. Type of Well: OIL ☐ GAS ☐ OTHER: ☒

2. Name of Operator:

Phillips Petroleum Company

3. Address and Telephone Number:

6825 South 5300 West, P.O. Box 851, Price, UT 84501 (435) 613-9777

4. Location of Well
Footages:

1975' FSL, 1249' FWL

QQ, Sec., T., R., M.:

NW/SW, Sec.02, T14S, R09E, SLB&M

5. Lease Designation and Serial Number:

ML-47795

6. If Indian, Allottee or Tribe Name:

N/A

7. Unit Agreement Name:

UTU67921X Drunkards Wash

8. Well Name and Number:

UTAH 02-405

9. API Well Number:

43-007-30607

10. Field or Pool, or Wildcat:

Drunkards Wash

County: Carbon County

State: Utah

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

NOTICE OF INTENT
(Submit in Duplicate)

- | | |
|--|--|
| <input type="checkbox"/> Abandon | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Csg |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Recomplete |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Multiple Completion | <input type="checkbox"/> Water Shut-Off |
| <input type="checkbox"/> Other _____ | |
- Approximate date work will start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

- | | |
|---|--|
| <input type="checkbox"/> Abandon * | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Csg |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Other <u>Chemical/Flush Treatment</u> | |
- Date of work completion 02/28/02

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.

* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please be advised that the above referenced well was chemically treated with 4000 gallons of low Ph fluid & 300 gallons of 15% HCL on 02/28/02.

13.

Name & Signature: Lynnette Allred



Title: Administrative Assistant

Date: 03/12/02

(This space for state use only)

RECEIVED

MAY 06 2002

DIVISION OF
OIL, GAS AND MINING



5730 Al. P. Box 121, Ste 210
Houston, TX 77057

Re: Notice of Address Change, Merger and Name Change
Address Change effective **December 2, 2002**
Merger and Name Change effective **December 31, 2002**

Divisions of Oil, Gas, and Mining
Attn: Mr. John Baza
1594 West North Temple,
Suite 1210, P. O. Box 145801
Salt Lake City, UT 84114-5801

Gentlemen:

1. Effective December 2, 2002, Phillips Petroleum Company will close its Englewood, Colorado Rocky Mountain Region office. After that time, all correspondence, notices and invoice for Land related matters should be directed to the address(es) noted below. Note that until December 31, 2002, all properties in which Phillips held an interest will continue to be operated by Phillips Petroleum Company, a wholly-owned subsidiary of ConocoPhillips.

2. On December 31, 2002, Phillips Petroleum Company and Conoco Inc. will merge, and the surviving corporation will be renamed "ConocoPhillips Company".

In accordance with the notice provisions of the Operating Agreements and other agreements, if any, between our companies, please adjust your company/organization records, effective for address purposes as of December 2, 2002, and for company name purposes, as of January 1, 2003, to reflect the following information for addressing and delivery of notices, invoicing and payment, and communications with ConocoPhillips Company. This will also apply to Lease Sale notices and other lease-related correspondence and notifications.

U.S. Mail Address:

ConocoPhillips Company
P.O. Box 2197
Houston, Texas 77252
Attn: Chief Landman,
San Juan/Rockies

Physical Address & Overnight Delivery:

ConocoPhillips Company
550 Westlake Park Blvd.
Three Westlake Park
3WL, Room WL 9000
Houston, Texas 77079
Attn: Chief Landman,
San Juan/Rockies

All ballots and official notices/responses sent by facsimile transmission should be sent to the following contact:

**Attn: Chief Landman,
San Juan/Rockies**

**Fax No.: 832-486-2688 or
832-486-2687**

Please contact the undersigned immediately if you have any questions. This notice does not apply to royalty inquiries, joint interest billings, or revenue remittances. Please continue to use the same addresses you are currently using for these matters

Sincerely,

William Rainbat

RECEIVED

DEC 02 2002

**DIVISION OF
OIL, GAS AND MINING**

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

FORM 9

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals.

1. TYPE OF WELL

OIL WELL ☐

GAS WELL ☐

OTHER All

2. NAME OF OPERATOR:

Phillips Petroleum Company

3. ADDRESS OF OPERATOR:

980 Plaza Office

CITY

Bartlesville

STATE

OK

ZIP

74004

PHONE NUMBER:

(918) 661-4415

4. LOCATION OF WELL

FOOTAGES AT SURFACE: See Attached List

COUNTY:

QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:

STATE:

UTAH

5. LEASE DESIGNATION AND SERIAL NUMBER:

6. IF INDIAN, ALLOTTEE OR TRIBE NAME:

7. UNIT or CA AGREEMENT NAME:

8. WELL NAME and NUMBER:

See Attached List

9. API NUMBER:

See List

10. FIELD AND POOL, OR WILDCAT:

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA

TYPE OF SUBMISSION

TYPE OF ACTION



NOTICE OF INTENT
(Submit in Duplicate)

Approximate date work will start:



SUBSEQUENT REPORT
(Submit Original Form Only)

Date of work completion:



ACIDIZE



ALTER CASING



CASING REPAIR



CHANGE TO PREVIOUS PLANS



CHANGE TUBING



CHANGE WELL NAME



CHANGE WELL STATUS



COMMINGLE PRODUCING FORMATIONS



CONVERT WELL TYPE



DEEPEN



FRACTURE TREAT



NEW CONSTRUCTION



OPERATOR CHANGE



PLUG AND ABANDON



PLUG BACK



PRODUCTION (START/RESUME)



RECLAMATION OF WELL SITE



RECOMPLETE - DIFFERENT FORMATION



REPERFORATE CURRENT FORMATION



SIDETRACK TO REPAIR WELL



TEMPORARILY ABANDON



TUBING REPAIR



VENT OR FLARE



WATER DISPOSAL



WATER SHUT-OFF



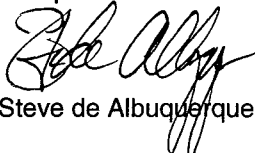
OTHER:

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes, etc.

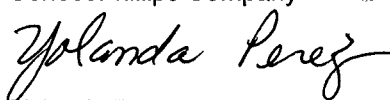
Conoco Inc. was merged into Phillips Petroleum Company, the surviving corporation, on December 31, 2002. In connection with this merger and effective on the same date, the name of the surviving corporation was changed to "ConocoPhillips Company". We are requesting that a new Operator Number be assigned to ConocoPhillips Company.

Please send production reporting forms to Herb Henderson at ConocoPhillips Company, 315 S. Johnstone, 980 Plaza Office, Bartlesville, OK 74004. Herb's phone number is 918-661-4415.

Current Operator
Phillips Petroleum Company


Steve de Albuquerque

New Operator
ConocoPhillips Company


Yolanda Perez

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING

NAME (PLEASE PRINT) Yolanda Perez

TITLE Sr. Regulatory Analyst

SIGNATURE 

DATE 12/30/2002

(This space for State use only)



SECRETARY'S CERTIFICATE

I, the undersigned, Jennifer M. Garcia, Assistant Secretary of ConocoPhillips Company, formerly Phillips Petroleum Company, organized and existing under and by virtue of the laws of the State of Delaware (the "Corporation"), hereby certify that:

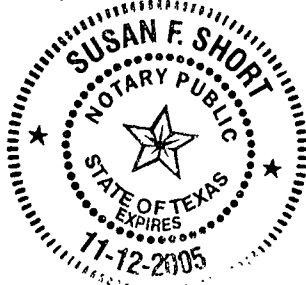
1. As Assistant Secretary I am authorized to execute this certificate on behalf of the Corporation.
2. The attached photocopy of the Certificate of Amendment to the Restated Certificate of Incorporation of Phillips Petroleum Company (to be renamed ConocoPhillips Company) is a true and correct copy as filed in the office of the Secretary of State of Delaware on the 12th day of December 2002, with an effective date of January 1, 2003 and such Certificate of Amendment has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.
3. The attached photocopy of the Certificate of Merger of Conoco Inc. with and into ConocoPhillips Company is a true and correct copy as filed in the office of the Secretary of State of Delaware on the 12th day of December 2002, with an effective date of December 31, 2002 and such Certificate of Merger has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as Assistant Secretary and affixed the corporate seal of the Corporation this 7th day of January 2003.


Assistant Secretary
ConocoPhillips Company

STATE OF TEXAS §
 §
COUNTY OF HARRIS §

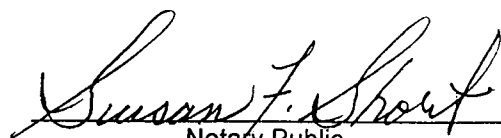
This instrument was acknowledged before me on January 7, 2003, by Jennifer M. Garcia, Assistant Secretary of ConocoPhillips Company, a Delaware corporation, on behalf of said Corporation.



RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING


Notary Public

The First State

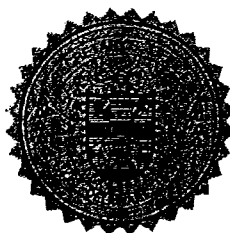
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PHILLIPS PETROLEUM COMPANY", CHANGING ITS NAME FROM "PHILLIPS PETROLEUM COMPANY" TO "CONOCOPHILLIPS COMPANY", FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:41 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11 O'CLOCK P.M.

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING



0064324 8100

030002793

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183360

DATE: 01-02-03

CERTIFICATE OF AMENDMENT
to the
RESTATED CERTIFICATE OF INCORPORATION
of

PHILLIPS PETROLEUM COMPANY
(to be renamed ConocoPhillips Company)

Phillips Petroleum Company ("Phillips"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies that:

1. The amendments to Phillips' Restated Certificate of Incorporation set forth below were duly adopted in accordance with the provisions of Section 242 of the DGCL and have been consented to in writing by the sole stockholder of Phillips in accordance with Section 228 of the DGCL.

2. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Article I thereof and replacing in lieu thereof a new Article I reading in its entirety as follows:

"The name of the corporation (which is hereinafter referred to as the "Corporation") is ConocoPhillips Company."

3. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Section 1 of Article IV thereof and replacing in lieu thereof a new Section 1 reading in its entirety as follows:

"Section 1. The Corporation shall be authorized to issue 2,100 shares of capital stock, of which 2,100 shares shall be shares of Common Stock, \$.01 par value ("Common Stock")."

4. Pursuant to Section 103(d) of the DGCL, this amendment will become effective at 11:00 p.m., Eastern time, on December 31, 2002.

FROM RL&F#1

(THU) 12. 12' 02 13:32/ST. 13:31/NO. 4864756279 P 6

IN WITNESS WHEREOF, Phillips has caused this certificate to be executed this
12th day of December, 2002.

PHILLIPS PETROLEUM COMPANY

By: 

Name: Rick A. Harrington

Title: Senior Vice President, Legal,
and General Counsel

HOU03:884504.1

RECEIVED
JAN 08 2003
DIV. OF OIL, GAS & MINING

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CONOCO INC.", A DELAWARE CORPORATION,

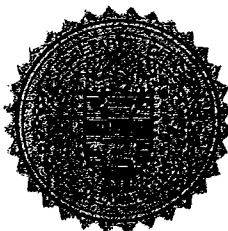
WITH AND INTO "CONOCOPHILLIPS COMPANY" UNDER THE NAME OF "CONOCOPHILLIPS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11:59 O'CLOCK P.M.

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING



0064324 8100M

030002793

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2183370

DATE: 01-02-03

CERTIFICATE OF MERGER

of

Conoco Inc.
(a Delaware corporation)

with and into

ConocoPhillips Company
(a Delaware corporation)

Phillips Petroleum Company, a Delaware corporation to be renamed ConocoPhillips Company prior to the effective time of this certificate of merger (the "Surviving Corporation"), in compliance with the requirements of the General Corporation Law of the State of Delaware (the "DGCL") and desiring to effect a merger of Conoco Inc., a Delaware corporation formerly incorporated under the name Du Pont Holdings, Inc. (the "Merging Corporation," and together with the Surviving Corporation, the "Constituent Corporations"), with and into the Surviving Corporation, and acting by its duly authorized officer, DOES HEREBY CERTIFY that:

First: As of the date hereof, the name and state of incorporation of each of the Constituent Corporations of the merger are as follows:

| <u>NAME</u> | <u>STATE OF INCORPORATION</u> |
|----------------------------|-------------------------------|
| PHILLIPS PETROLEUM COMPANY | Delaware |
| CONOCO INC. | Delaware |

Second: An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the DGCL;

Third: The name of the Surviving Corporation will be ConocoPhillips Company;

Fourth: The Certificate of Incorporation of ConocoPhillips Company immediately prior to the merger shall be the Certificate of Incorporation of the Surviving Corporation until such time as it may be amended in accordance with applicable law and the provisions thereof;

Fifth: The executed agreement and plan of merger is on file at an office of the Surviving Corporation, the address of which is 600 North Dairy Ashford, Houston, Texas 77079;

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING

Sixth: A copy of the agreement and plan of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation; and

Seventh: Pursuant to Section 103(d) of the DGCL, this certificate of merger will become effective at 11:59 p.m., Eastern time, on December 31, 2002.

Dated: December 12, 2002

PHILLIPS PETROLEUM COMPANY
(a Delaware corporation)

By: 

Name: Rick A. Harrington

Title: Senior Vice President, Legal,
and General Counsel

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF COMMERCE
REGISTRATION

CONOCOPHILLIPS COMPANY

EFFECTIVE
06/14/1946

EXPIRATION
*RENEWAL

REFERENCE NUMBER(S), CLASSIFICATION(S) & DETAIL(S)

Corporation - Foreign - Profit
562960-0143

UNITED STATES CORP CO
CONOCOPHILLIPS COMPANY
GATEWAY TOWER EAST STE 900
10 EAST SOUTH TEMPLE
SLC UT 84133

RECEIVED

JAN 08 2003

DIV. OF OIL, GAS & MINING

STATE OF UTAH
DEPARTMENT OF COMMERCE
DIVISION OF CORPORATIONS & COMMERCIAL CODE
REGISTRATION

EFFECTIVE DATE: 06/14/1946
EXPIRATION DATE: *RENEWAL
ISSUED TO: CONOCOPHILLIPS COMPANY



REFERENCE NUMBER(S), CLASSIFICATION(S) & DETAIL(S)

562960-0143 Corporation - Foreign - Profit

*RENEWAL

You will need to renew your registration each anniversary date of the effective date.

Exceptions: DBAs and Business Trusts renew every three (3) years from the effective date.

Utah Well List as of 12/26/02

| API Well Number | Well Name | Well Type | Well Status | Sec | Twpn | Twpd | Rngn | Rngd |
|------------------------|-------------------|------------------|--------------------|------------|-------------|-------------|-------------|-------------|
| 43-007-30887-00-00 | ANDREEN 32-529 | Gas Well | APD | 32 | 14 | S | 10 | E |
| 43-007-30865-00-00 | COTNER 29-549 | Gas Well | APD | 29 | 14 | S | 10 | E |
| 43-007-30837-00-00 | DALLIN 32-615 | Gas Well | APD | 32 | 13 | S | 9 | E |
| 43-047-34551-00-00 | FED 43-24-3 #1 | Gas Well | APD | 24 | 10 | S | 17 | E |
| 43-047-33982-00-00 | FEDERAL 12-17 #1 | Gas Well | APD | 17 | 10 | S | 18 | E |
| 43-047-34471-00-00 | FEDERAL 12-29-7 1 | Gas Well | APD | 29 | 9 | S | 19 | E |
| 43-047-34472-00-00 | FEDERAL 31-31-6 1 | Gas Well | APD | 31 | 9 | S | 19 | E |
| 43-007-30864-00-00 | MCKENDRICK 29-548 | Gas Well | APD | 29 | 14 | S | 10 | E |
| 43-015-30512-00-00 | PPCO 19-379 | Gas Well | APD | 19 | 16 | S | 9 | E |
| 43-015-30515-00-00 | PPCO 24-562 | Gas Well | APD | 24 | 16 | S | 8 | E |
| 43-015-30548-00-00 | PPCO 30-605 | Gas Well | APD | 30 | 16 | S | 9 | E |
| 43-007-30888-00-00 | PRICE 32-438 | Gas Well | APD | 32 | 14 | S | 10 | E |
| 43-007-30813-00-00 | RITZAKIS 33-514 | Gas Well | APD | 33 | 13 | S | 9 | E |
| 43-007-30766-00-00 | RITZAKIS 33-516 | Gas Well | APD | 33 | 13 | S | 9 | E |
| 43-007-30838-00-00 | ROWLEY 32-616 | Gas Well | APD | 32 | 13 | S | 9 | E |
| 43-007-30863-00-00 | SCHMIDT 29-531 | Gas Well | APD | 29 | 14 | S | 10 | E |
| 43-007-30797-00-00 | SEELY 15-498 | Gas Well | APD | 15 | 14 | S | 8 | E |
| 43-007-30798-00-00 | SEELY 15-499 | Gas Well | APD | 15 | 14 | S | 8 | E |
| 43-007-30799-00-00 | SEELY 15-500 | Gas Well | APD | 15 | 14 | S | 8 | E |
| 43-007-30796-00-00 | SEELY 22-492 | Gas Well | APD | 22 | 14 | S | 8 | E |
| 43-007-30801-00-00 | SEELY 22-502 | Gas Well | APD | 22 | 14 | S | 8 | E |
| 43-007-30802-00-00 | SEELY 22-503 | Gas Well | APD | 22 | 14 | S | 8 | E |
| 43-007-30711-00-00 | USA 09-452 | Gas Well | APD | 9 | 15 | S | 8 | E |
| 43-015-30351-00-00 | USA 11-313 | Gas Well | APD | 11 | 16 | S | 9 | E |
| 43-015-30398-00-00 | USA 12-385 | Gas Well | APD | 12 | 16 | S | 9 | E |
| 43-015-30409-00-00 | USA 12-426 | Gas Well | APD | 12 | 16 | S | 9 | E |
| 43-007-30805-00-00 | USA 14-490 | Gas Well | APD | 14 | 14 | S | 8 | E |
| 43-007-30806-00-00 | USA 14-491 | Gas Well | APD | 14 | 14 | S | 8 | E |
| 43-007-30676-00-00 | USA 15-421 | Gas Well | APD | 15 | 15 | S | 8 | E |
| 43-015-30417-00-00 | USA 21-427 | Gas Well | APD | 21 | 16 | S | 9 | E |
| 43-015-30416-00-00 | USA 21-428 | Gas Well | APD | 21 | 16 | S | 9 | E |
| 43-015-30415-00-00 | USA 21-429 | Gas Well | APD | 21 | 16 | S | 9 | E |
| 43-007-30515-00-00 | USA 31-309 | Gas Well | APD | 31 | 15 | S | 10 | E |
| 43-007-30835-00-00 | USA 33-515 | Gas Well | APD | 33 | 13 | S | 9 | E |
| 43-007-30836-00-00 | USA 33-624 | Gas Well | APD | 33 | 13 | S | 9 | E |
| 43-007-30803-00-00 | USA 34-518 | Gas Well | APD | 34 | 14 | S | 8 | E |
| 43-007-30478-00-00 | UTAH 05-224 | Gas Well | APD | 5 | 15 | S | 9 | E |
| 43-015-30411-00-00 | UTAH 16-365 | Gas Well | APD | 16 | 16 | S | 9 | E |
| 43-015-30412-00-00 | UTAH 16-366 | Gas Well | APD | 16 | 16 | S | 9 | E |
| 43-015-30413-00-00 | UTAH 16-430 | Gas Well | APD | 16 | 16 | S | 9 | E |
| 43-015-30299-00-00 | UTAH 18-374 | Gas Well | APD | 18 | 16 | S | 9 | E |
| 43-015-30420-00-00 | UTAH 19-377 | Gas Well | APD | 19 | 16 | S | 9 | E |
| 43-015-30492-00-00 | UTAH 19-378 | Gas Well | APD | 19 | 16 | S | 9 | E |
| 43-007-30891-00-00 | UTAH 19-533 | Gas Well | APD | 19 | 14 | S | 10 | E |
| 43-015-30414-00-00 | UTAH 20-381 | Gas Well | APD | 20 | 16 | S | 9 | E |
| 43-015-30421-00-00 | UTAH 20-382 | Gas Well | APD | 20 | 16 | S | 9 | E |
| 43-015-30518-00-00 | UTAH 25-576 | Gas Well | APD | 25 | 16 | S | 8 | E |
| 43-015-30539-00-00 | UTAH 25-578 | Gas Well | APD | 25 | 16 | S | 8 | E |
| 43-015-30540-00-00 | UTAH 25-579 | Gas Well | APD | 25 | 16 | S | 8 | E |
| 43-007-30817-00-00 | UTAH 25-618 | Gas Well | APD | 25 | 13 | S | 9 | E |
| 43-015-30543-00-00 | UTAH 26-582 | Gas Well | APD | 26 | 16 | S | 8 | E |
| 43-015-30547-00-00 | UTAH 29-608 | Gas Well | APD | 29 | 16 | S | 9 | E |
| 43-007-30889-00-00 | UTAH 32-128 | Gas Well | APD | 32 | 14 | S | 10 | E |
| 43-007-30814-00-00 | UTAH 35-506 | Gas Well | APD | 35 | 13 | S | 9 | E |

Utah Well List as of 12/26/02

| API Well Number | Well Name | Well Type | Well Status | Sec | Twpr | Twpr | Rngn | Rngd |
|--------------------|--------------------------|-----------|-------------|-----|------|------|------|------|
| 43-047-33750-00-00 | FEDERAL 34-29 | Gas Well | P | 29 | 9 | S | 19 | E |
| 43-007-30782-00-00 | GAROFOLA 26-482 | Gas Well | P | 26 | 15 | S | 8 | E |
| 43-007-30335-00-00 | GIACOLETTO 11-113 | Gas Well | P | 11 | 14 | S | 9 | E |
| 43-007-30407-00-00 | GIACOLETTO 13-120 | Gas Well | P | 13 | 14 | S | 9 | E |
| 43-007-30345-00-00 | GIACOLETTO 14-121 | Gas Well | P | 14 | 14 | S | 9 | E |
| 43-007-30487-00-00 | HELPER & ASSOC 07-307 | Gas Well | P | 7 | 15 | S | 9 | E |
| 43-007-30459-00-00 | HELPER & ASSOC 18-236 | Gas Well | P | 18 | 15 | S | 9 | E |
| 43-007-30720-00-00 | HELPER & ASSOC 18-308 | Gas Well | P | 18 | 15 | S | 9 | E |
| 43-007-30412-00-00 | HELPER & ASSOC 8-232 | Gas Well | P | 8 | 15 | S | 9 | E |
| 43-007-30258-00-00 | HELPER & ASSOCIATES 7-84 | Gas Well | P | 7 | 15 | S | 9 | E |
| 43-007-30588-00-00 | JENSEN 16-132 | Gas Well | P | 16 | 15 | S | 10 | E |
| 43-007-30420-00-00 | KAKATSIDES 31-197 | Gas Well | P | 31 | 14 | S | 9 | E |
| 43-007-30296-00-00 | LDS 17-133 | Gas Well | P | 17 | 15 | S | 10 | E |
| 43-007-30323-00-00 | PAAR 16-146 | Gas Well | P | 16 | 14 | S | 9 | E |
| 43-047-34286-00-00 | PETES WASH 23-12 #1 | Gas Well | P | 12 | 10 | S | 17 | E |
| 43-007-30748-00-00 | PIERUCCI 25-461 | Gas Well | P | 25 | 15 | S | 8 | E |
| 43-007-30749-00-00 | PIERUCCI 25-462 | Gas Well | P | 25 | 15 | S | 8 | E |
| 43-007-30754-00-00 | PIERUCCI 26-463 | Gas Well | P | 26 | 15 | S | 8 | E |
| 43-007-30755-00-00 | PIERUCCI 26-464 | Gas Well | P | 26 | 15 | S | 8 | E |
| 43-007-30745-00-00 | PIERUCCI 26-481 | Gas Well | P | 26 | 15 | S | 8 | E |
| 43-007-30117-00-00 | PINNACLE PEAK 19-171 | Gas Well | P | 19 | 14 | S | 9 | E |
| 43-007-30845-00-00 | PMC 10-526 | Gas Well | P | 10 | 15 | S | 8 | E |
| 43-007-30282-00-00 | POWELL 19-104 | Gas Well | P | 19 | 15 | S | 10 | E |
| 43-007-30283-00-00 | POWELL 19-105 | Gas Well | P | 19 | 15 | S | 10 | E |
| 43-007-30346-00-00 | POWELL 30-173 | Gas Well | P | 30 | 15 | S | 10 | E |
| 43-015-30279-00-00 | PPCO 10-557 | Gas Well | P | 10 | 16 | S | 8 | E |
| 43-015-30494-00-00 | PPCO 15-555 | Gas Well | P | 15 | 16 | S | 8 | E |
| 43-007-30211-00-00 | PRETTYMAN 10-15-34 | Gas Well | P | 10 | 14 | S | 9 | E |
| 43-007-30340-00-00 | PRETTYMAN 11-114 | Gas Well | P | 11 | 14 | S | 9 | E |
| 43-007-30653-00-00 | RGC 21-331 | Gas Well | P | 21 | 15 | S | 9 | E |
| 43-007-30743-00-00 | RGC 21-332 | Gas Well | P | 21 | 15 | S | 9 | E |
| 43-007-30747-00-00 | RGC 25-460 | Gas Well | P | 25 | 15 | S | 8 | E |
| 43-007-30559-00-00 | RGC 28-318 | Gas Well | P | 28 | 15 | S | 9 | E |
| 43-007-30518-00-00 | RGC 28-319 | Gas Well | P | 28 | 15 | S | 9 | E |
| 43-007-30509-00-00 | RITZAKIS 03-408 | Gas Well | P | 3 | 14 | S | 9 | E |
| 43-007-30473-00-00 | RITZAKIS 5-304 | Gas Well | P | 5 | 14 | S | 9 | E |
| 43-007-30474-00-00 | RITZAKIS 5-305 | Gas Well | P | 5 | 14 | S | 9 | E |
| 43-007-30475-00-00 | RITZAKIS 8-298 | Gas Well | P | 8 | 14 | S | 9 | E |
| 43-007-30479-00-00 | RITZAKIS 8-299 | Gas Well | P | 8 | 14 | S | 9 | E |
| 43-007-30476-00-00 | RITZAKIS 8-300 | Gas Well | P | 8 | 14 | S | 9 | E |
| 43-007-30374-00-00 | ROBERTSON 32-127 | Gas Well | P | 32 | 14 | S | 10 | E |
| 43-007-30610-00-00 | SAMPINOS 16-131 | Gas Well | P | 16 | 15 | S | 10 | E |
| 43-007-30723-00-00 | SAMPINOS 16-454 | Gas Well | P | 16 | 15 | S | 10 | E |
| 43-007-30765-00-00 | SAMPINOS 16-521 | Gas Well | P | 16 | 15 | S | 10 | E |
| 43-007-30800-00-00 | SEELY 22-501 | Gas Well | P | 22 | 14 | S | 8 | E |
| 43-007-30130-00-00 | ST OF UT 25-9-1 | Gas Well | P | 25 | 14 | S | 9 | E |
| 43-007-30142-00-00 | ST OF UT 36-3-4 | Gas Well | P | 36 | 14 | S | 9 | E |
| 43-007-30116-00-00 | STELLA-HAMAKER 10-174 | Gas Well | P | 10 | 15 | S | 8 | E |
| 43-007-30746-00-00 | TABOR 23-468 | Gas Well | P | 23 | 15 | S | 8 | E |
| 43-007-30319-00-00 | TELONIS 15-142 | Gas Well | P | 15 | 14 | S | 9 | E |
| 43-007-30322-00-00 | TELONIS 16-145 | Gas Well | P | 16 | 14 | S | 9 | E |
| 43-007-30300-00-00 | TELONIS 19-150 | Gas Well | P | 19 | 14 | S | 9 | E |
| 43-007-30299-00-00 | TELONIS 19-151 | Gas Well | P | 19 | 14 | S | 9 | E |
| 43-007-30327-00-00 | TELONIS 20-152 | Gas Well | P | 20 | 14 | S | 9 | E |

Utah Well List as of 12/26/02

| API Well Number | Well Name | Well Type | Well Status | Sec | Twpn | Twpd | Rngn | Rngd |
|------------------------|------------------|------------------|--------------------|------------|-------------|-------------|-------------|-------------|
| 43-007-30631-00-00 | USA 13-419 | Gas Well | P | 13 | 15 | S | 8 | E |
| 43-007-30707-00-00 | USA 13-447 | Gas Well | P | 13 | 14 | S | 8 | E |
| 43-007-30706-00-00 | USA 13-470 | Gas Well | P | 13 | 14 | S | 8 | E |
| 43-007-30789-00-00 | USA 13-474 | Gas Well | P | 13 | 14 | S | 8 | E |
| 43-007-30790-00-00 | USA 13-475 | Gas Well | P | 13 | 14 | S | 8 | E |
| 43-007-30568-00-00 | USA 13-91 | Gas Well | P | 13 | 14 | S | 9 | E |
| 43-007-30404-00-00 | USA 14-122 | Gas Well | P | 14 | 14 | S | 9 | E |
| 43-015-30418-00-00 | USA 1-425 | Gas Well | P | 1 | 16 | S | 9 | E |
| 43-007-30579-00-00 | USA 14-325 | Gas Well | P | 14 | 15 | S | 8 | E |
| 43-007-30634-00-00 | USA 14-386 | Gas Well | P | 14 | 15 | S | 8 | E |
| 43-007-30646-00-00 | USA 14-416 | Gas Well | P | 14 | 15 | S | 8 | E |
| 43-007-30647-00-00 | USA 14-417 | Gas Well | P | 14 | 15 | S | 8 | E |
| 43-007-30791-00-00 | USA 14-476 | Gas Well | P | 14 | 14 | S | 8 | E |
| 43-007-30792-00-00 | USA 14-477 | Gas Well | P | 14 | 14 | S | 8 | E |
| 43-007-30529-00-00 | USA 14-74 | Gas Well | P | 14 | 14 | S | 9 | E |
| 43-007-30263-00-00 | USA 14-75 | Gas Well | P | 14 | 14 | S | 9 | E |
| 43-007-30450-00-00 | USA 15-176 | Gas Well | P | 15 | 14 | S | 9 | E |
| 43-007-30423-00-00 | USA 15-177 | Gas Well | P | 15 | 14 | S | 9 | E |
| 43-007-30690-00-00 | USA 15-420 | Gas Well | P | 15 | 15 | S | 8 | E |
| 43-007-30691-00-00 | USA 15-422 | Gas Well | P | 15 | 15 | S | 8 | E |
| 43-007-30264-00-00 | USA 15-88 | Gas Well | P | 15 | 14 | S | 9 | E |
| 43-007-30422-00-00 | USA 17-179 | Gas Well | P | 17 | 14 | S | 9 | E |
| 43-007-30622-00-00 | USA 17-180A | Gas Well | P | 17 | 14 | S | 9 | E |
| 43-007-30618-00-00 | USA 18-181 | Gas Well | P | 18 | 14 | S | 9 | E |
| 43-007-30417-00-00 | USA 18-182 | Gas Well | P | 18 | 14 | S | 9 | E |
| 43-007-30619-00-00 | USA 18-435 | Gas Well | P | 18 | 14 | S | 9 | E |
| 43-007-30393-00-00 | USA 19-222 | Gas Well | P | 19 | 15 | S | 10 | E |
| 43-007-30392-00-00 | USA 19-73 | Gas Well | P | 19 | 15 | S | 10 | E |
| 43-007-30448-00-00 | USA 20-287 | Gas Well | P | 20 | 15 | S | 10 | E |
| 43-007-30451-00-00 | USA 20-288 | Gas Well | P | 20 | 15 | S | 10 | E |
| 43-007-30590-00-00 | USA 20-398 | Gas Well | P | 20 | 15 | S | 10 | E |
| 43-007-30591-00-00 | USA 20-399 | Gas Well | P | 20 | 15 | S | 10 | E |
| 43-007-30424-00-00 | USA 21-184 | Gas Well | P | 21 | 14 | S | 9 | E |
| 43-007-30425-00-00 | USA 21-35 | Gas Well | P | 21 | 14 | S | 9 | E |
| 43-007-30426-00-00 | USA 22-185 | Gas Well | P | 22 | 14 | S | 9 | E |
| 43-007-30477-00-00 | USA 22-186 | Gas Well | P | 22 | 14 | S | 9 | E |
| 43-007-30700-00-00 | USA 22-466 | Gas Well | P | 22 | 15 | S | 8 | E |
| 43-007-30611-00-00 | USA 23-423 | Gas Well | P | 23 | 14 | S | 8 | E |
| 43-007-30650-00-00 | USA 23-445 | Gas Well | P | 23 | 15 | S | 8 | E |
| 43-007-30704-00-00 | USA 23-451 | Gas Well | P | 23 | 15 | S | 8 | E |
| 43-007-30503-00-00 | USA 23-467 | Gas Well | P | 23 | 15 | S | 8 | E |
| 43-007-30793-00-00 | USA 23-478 | Gas Well | P | 23 | 14 | S | 8 | E |
| 43-007-30794-00-00 | USA 23-479 | Gas Well | P | 23 | 14 | S | 8 | E |
| 43-007-30795-00-00 | USA 23-480 | Gas Well | P | 23 | 14 | S | 8 | E |
| 43-007-30469-00-00 | USA 24-183 | Gas Well | P | 24 | 14 | S | 8 | E |
| 43-007-30612-00-00 | USA 24-387 | Gas Well | P | 24 | 14 | S | 8 | E |
| 43-007-30613-00-00 | USA 24-388 | Gas Well | P | 24 | 14 | S | 8 | E |
| 43-007-30651-00-00 | USA 24-443 | Gas Well | P | 24 | 15 | S | 8 | E |
| 43-007-30648-00-00 | USA 24-444 | Gas Well | P | 24 | 15 | S | 8 | E |
| 43-007-30708-00-00 | USA 24-446 | Gas Well | P | 24 | 14 | S | 8 | E |
| 43-007-30652-00-00 | USA 24-448 | Gas Well | P | 24 | 15 | S | 8 | E |
| 43-007-30705-00-00 | USA 24-449 | Gas Well | P | 24 | 15 | S | 8 | E |
| 43-007-30505-00-00 | USA 25-459 | Gas Well | P | 25 | 15 | S | 8 | E |
| 43-007-30614-00-00 | USA 26-393 | Gas Well | P | 26 | 14 | S | 8 | E |

Utah Well List as of 12/26/02

| API Well Number | Well Name | Well Type | Well Status | Sec | Twpn | Twpd | Rngn | Rngd |
|------------------------|------------------|------------------|--------------------|------------|-------------|-------------|-------------|-------------|
| 43-007-30430-00-00 | UTAH 06-223 | Gas Well | P | 6 | 15 | S | 9 | E |
| 43-007-30562-00-00 | UTAH 06-330 | Gas Well | P | 6 | 15 | S | 9 | E |
| 43-007-30716-00-00 | UTAH 06-483 | Gas Well | P | 6 | 15 | S | 9 | E |
| 43-007-30409-00-00 | UTAH 07-234 | Gas Well | P | 7 | 15 | S | 9 | E |
| 43-007-30421-00-00 | UTAH 07-235 | Gas Well | P | 7 | 15 | S | 9 | E |
| 43-007-30411-00-00 | UTAH 08-231 | Gas Well | P | 8 | 15 | S | 9 | E |
| 43-007-30488-00-00 | UTAH 08-233 | Gas Well | P | 8 | 15 | S | 9 | E |
| 43-015-30464-00-00 | UTAH 08-354 | Gas Well | P | 8 | 16 | S | 9 | E |
| 43-015-30378-00-00 | UTAH 08-355 | Gas Well | P | 8 | 16 | S | 9 | E |
| 43-015-30379-00-00 | UTAH 08-356 | Gas Well | P | 8 | 16 | S | 9 | E |
| 43-015-30380-00-00 | UTAH 08-357 | Gas Well | P | 8 | 16 | S | 9 | E |
| 43-007-30449-00-00 | UTAH 09-227 | Gas Well | P | 9 | 15 | S | 9 | E |
| 43-007-30561-00-00 | UTAH 09-329 | Gas Well | P | 9 | 15 | S | 9 | E |
| 43-015-30300-00-00 | UTAH 09-358 | Gas Well | P | 9 | 16 | S | 9 | E |
| 43-015-30407-00-00 | UTAH 09-359 | Gas Well | P | 9 | 16 | S | 9 | E |
| 43-015-30397-00-00 | UTAH 09-360 | Gas Well | P | 9 | 16 | S | 9 | E |
| 43-015-30408-00-00 | UTAH 09-361 | Gas Well | P | 9 | 16 | S | 9 | E |
| 43-007-30580-00-00 | UTAH 09-412 | Gas Well | P | 9 | 15 | S | 10 | E |
| 43-007-30605-00-00 | UTAH 09-413 | Gas Well | P | 9 | 15 | S | 10 | E |
| 43-007-30657-00-00 | UTAH 09-450 | Gas Well | P | 9 | 15 | S | 10 | E |
| 43-007-30722-00-00 | UTAH 09-453 | Gas Well | P | 9 | 15 | S | 10 | E |
| 43-007-30302-00-00 | UTAH 10-01-36 | Gas Well | P | 10 | 15 | S | 9 | E |
| 43-007-30298-00-00 | UTAH 10-219 | Gas Well | P | 10 | 15 | S | 9 | E |
| 43-007-30432-00-00 | UTAH 10-220 | Gas Well | P | 10 | 15 | S | 9 | E |
| 43-007-30303-00-00 | UTAH 10-221 | Gas Well | P | 10 | 15 | S | 9 | E |
| 43-007-30228-00-00 | UTAH 11-50 | Gas Well | P | 11 | 15 | S | 9 | E |
| 43-007-30229-00-00 | UTAH 11-51 | Gas Well | P | 11 | 15 | S | 9 | E |
| 43-007-30230-00-00 | UTAH 11-52 | Gas Well | P | 11 | 15 | S | 9 | E |
| 43-007-30231-00-00 | UTAH 11-53 | Gas Well | P | 11 | 15 | S | 9 | E |
| 43-007-30467-00-00 | UTAH 1-209 | Gas Well | P | 1 | 15 | S | 8 | E |
| 43-007-30210-00-00 | UTAH 12-15-37 | Gas Well | P | 12 | 15 | S | 9 | E |
| 43-007-30232-00-00 | UTAH 12-54 | Gas Well | P | 12 | 15 | S | 9 | E |
| 43-007-30233-00-00 | UTAH 12-55 | Gas Well | P | 12 | 15 | S | 9 | E |
| 43-007-30234-00-00 | UTAH 12-56 | Gas Well | P | 12 | 15 | S | 9 | E |
| 43-015-30493-00-00 | UTAH 13-376 | Gas Well | P | 13 | 16 | S | 8 | E |
| 43-015-30301-00-00 | UTAH 13-550 | Gas Well | P | 13 | 16 | S | 8 | E |
| 43-007-30243-00-00 | UTAH 13-65 | Gas Well | P | 13 | 15 | S | 9 | E |
| 43-007-30244-00-00 | UTAH 13-66 | Gas Well | P | 13 | 15 | S | 9 | E |
| 43-007-30245-00-00 | UTAH 13-67 | Gas Well | P | 13 | 15 | S | 9 | E |
| 43-007-30246-00-00 | UTAH 13-68 | Gas Well | P | 13 | 15 | S | 9 | E |
| 43-007-30439-00-00 | UTAH 13-92 | Gas Well | P | 13 | 14 | S | 9 | E |
| 43-007-30220-00-00 | UTAH 1-42 | Gas Well | P | 1 | 15 | S | 9 | E |
| 43-007-30221-00-00 | UTAH 1-43 | Gas Well | P | 1 | 15 | S | 9 | E |
| 43-007-30222-00-00 | UTAH 1-44 | Gas Well | P | 1 | 15 | S | 9 | E |
| 43-007-30223-00-00 | UTAH 1-45 | Gas Well | P | 1 | 15 | S | 9 | E |
| 43-015-30330-00-00 | UTAH 14-551 | Gas Well | P | 14 | 16 | S | 8 | E |
| 43-015-30331-00-00 | UTAH 14-552 | Gas Well | P | 14 | 16 | S | 8 | E |
| 43-007-30239-00-00 | UTAH 14-61 | Gas Well | P | 14 | 15 | S | 9 | E |
| 43-007-30240-00-00 | UTAH 14-62 | Gas Well | P | 14 | 15 | S | 9 | E |
| 43-007-30241-00-00 | UTAH 14-63 | Gas Well | P | 14 | 15 | S | 9 | E |
| 43-007-30242-00-00 | UTAH 14-64 | Gas Well | P | 14 | 15 | S | 9 | E |
| 43-015-30334-00-00 | UTAH 15-553 | Gas Well | P | 15 | 16 | S | 8 | E |
| 43-007-30416-00-00 | UTAH 17-101 | Gas Well | P | 17 | 15 | S | 10 | E |
| 43-007-30277-00-00 | UTAH 17-102 | Gas Well | P | 17 | 15 | S | 10 | E |

Utah Well List as of 12/26/02

| API Well Number | Well Name | Well Type | Well Status | Sec | Twpr | Twpr | Rngn | Rngd |
|--------------------|---------------|-----------|-------------|-----|------|------|------|------|
| 43-007-30255-00-00 | UTAH 24-80 | Gas Well | P | 24 | 15 | S | 9 | E |
| 43-007-30256-00-00 | UTAH 24-81 | Gas Well | P | 24 | 15 | S | 9 | E |
| 43-007-30267-00-00 | UTAH 24-86 | Gas Well | P | 24 | 15 | S | 9 | E |
| 43-007-30375-00-00 | UTAH 24-87 | Gas Well | P | 24 | 15 | S | 9 | E |
| 43-007-30227-00-00 | UTAH 2-49 | Gas Well | P | 2 | 15 | S | 9 | E |
| 43-007-30157-00-00 | UTAH 25-11-7 | Gas Well | P | 25 | 14 | S | 9 | E |
| 43-007-30399-00-00 | UTAH 25-134 | Gas Well | P | 25 | 15 | S | 9 | E |
| 43-007-30400-00-00 | UTAH 25-252 | Gas Well | P | 25 | 15 | S | 9 | E |
| 43-007-30401-00-00 | UTAH 25-253 | Gas Well | P | 25 | 15 | S | 9 | E |
| 43-007-30402-00-00 | UTAH 25-254 | Gas Well | P | 25 | 15 | S | 9 | E |
| 43-007-30600-00-00 | UTAH 25-389 | Gas Well | P | 25 | 14 | S | 8 | E |
| 43-007-30599-00-00 | UTAH 25-390 | Gas Well | P | 25 | 14 | S | 8 | E |
| 43-007-30658-00-00 | UTAH 25-391 | Gas Well | P | 25 | 14 | S | 8 | E |
| 43-007-30602-00-00 | UTAH 25-392 | Gas Well | P | 25 | 14 | S | 8 | E |
| 43-007-30206-00-00 | UTAH 25-4-33 | Gas Well | P | 25 | 14 | S | 9 | E |
| 43-015-30519-00-00 | UTAH 25-577 | Gas Well | P | 25 | 16 | S | 8 | E |
| 43-007-30156-00-00 | UTAH 25-7-6 | Gas Well | P | 25 | 14 | S | 9 | E |
| 43-007-30204-00-00 | UTAH 26-11-25 | Gas Well | P | 26 | 14 | S | 9 | E |
| 43-007-30205-00-00 | UTAH 26-1-23 | Gas Well | P | 26 | 14 | S | 9 | E |
| 43-007-30181-00-00 | UTAH 26-16-8 | Gas Well | P | 26 | 14 | S | 9 | E |
| 43-007-30446-00-00 | UTAH 26-255 | Gas Well | P | 26 | 15 | S | 9 | E |
| 43-007-30445-00-00 | UTAH 26-256 | Gas Well | P | 26 | 15 | S | 9 | E |
| 43-007-30444-00-00 | UTAH 26-257 | Gas Well | P | 26 | 15 | S | 9 | E |
| 43-007-30514-00-00 | UTAH 26-267 | Gas Well | P | 26 | 15 | S | 9 | E |
| 43-015-30541-00-00 | UTAH 26-580 | Gas Well | P | 26 | 16 | S | 8 | E |
| 43-015-30542-00-00 | UTAH 26-581 | Gas Well | P | 26 | 16 | S | 8 | E |
| 43-015-30544-00-00 | UTAH 26-583 | Gas Well | P | 26 | 16 | S | 8 | E |
| 43-007-30202-00-00 | UTAH 26-6-24 | Gas Well | P | 26 | 14 | S | 9 | E |
| 43-007-30395-00-00 | UTAH 27-187 | Gas Well | P | 27 | 14 | S | 9 | E |
| 43-007-30292-00-00 | UTAH 27-188 | Gas Well | P | 27 | 14 | S | 9 | E |
| 43-007-30457-00-00 | UTAH 27-268 | Gas Well | P | 27 | 15 | S | 9 | E |
| 43-007-30458-00-00 | UTAH 27-269 | Gas Well | P | 27 | 15 | S | 9 | E |
| 43-007-30712-00-00 | UTAH 27-457 | Gas Well | P | 27 | 14 | S | 8 | E |
| 43-007-30714-00-00 | UTAH 27-458 | Gas Well | P | 27 | 14 | S | 8 | E |
| 43-007-30777-00-00 | UTAH 27-520 | Gas Well | P | 27 | 14 | S | 8 | E |
| 43-015-30545-00-00 | UTAH 27-584 | Gas Well | P | 27 | 16 | S | 8 | E |
| 43-007-30193-00-00 | UTAH 27-8-29 | Gas Well | P | 27 | 14 | S | 9 | E |
| 43-007-30186-00-00 | UTAH 27-9-30 | Gas Well | P | 27 | 14 | S | 9 | E |
| 43-007-30396-00-00 | UTAH 28-189 | Gas Well | P | 28 | 14 | S | 9 | E |
| 43-007-30397-00-00 | UTAH 28-190 | Gas Well | P | 28 | 14 | S | 9 | E |
| 43-007-30293-00-00 | UTAH 28-191 | Gas Well | P | 28 | 14 | S | 9 | E |
| 43-007-30294-00-00 | UTAH 28-192 | Gas Well | P | 28 | 14 | S | 9 | E |
| 43-007-30551-00-00 | UTAH 28-320 | Gas Well | P | 28 | 15 | S | 9 | E |
| 43-007-30560-00-00 | UTAH 28-321 | Gas Well | P | 28 | 15 | S | 9 | E |
| 43-007-30405-00-00 | UTAH 29-193 | Gas Well | P | 29 | 14 | S | 9 | E |
| 43-007-30427-00-00 | UTAH 29-194 | Gas Well | P | 29 | 14 | S | 9 | E |
| 43-007-30739-00-00 | UTAH 29-339 | Gas Well | P | 29 | 15 | S | 9 | E |
| 43-007-30740-00-00 | UTAH 29-340 | Gas Well | P | 29 | 15 | S | 9 | E |
| 43-007-30741-00-00 | UTAH 29-341 | Gas Well | P | 29 | 15 | S | 9 | E |
| 43-007-30742-00-00 | UTAH 29-342 | Gas Well | P | 29 | 15 | S | 9 | E |
| 43-007-30262-00-00 | UTAH 30-125 | Gas Well | P | 30 | 14 | S | 10 | E |
| 43-007-30185-00-00 | UTAH 30-13-14 | Gas Well | P | 30 | 14 | S | 10 | E |
| 43-007-30265-00-00 | UTAH 30-195 | Gas Well | P | 30 | 14 | S | 9 | E |
| 43-007-30344-00-00 | UTAH 30-196 | Gas Well | P | 30 | 14 | S | 9 | E |

Utah Well List as of 12/26/02

| API Well Number | Well Name | Well Type | Well Status | Sec | Twpr | Twpr | Rngn | Rngd |
|--------------------|----------------------|-----------|-------------|-----|------|------|------|------|
| 43-007-30178-00-00 | UTAH 36-1-2 | Gas Well | P | 36 | 14 | S | 9 | E |
| 43-007-30341-00-00 | UTAH 36-135 | Gas Well | P | 36 | 15 | S | 9 | E |
| 43-007-30343-00-00 | UTAH 36-136 | Gas Well | P | 36 | 15 | S | 9 | E |
| 43-007-30342-00-00 | UTAH 36-137 | Gas Well | P | 36 | 15 | S | 9 | E |
| 43-007-30315-00-00 | UTAH 36-162 | Gas Well | P | 36 | 14 | S | 8 | E |
| 43-007-30316-00-00 | UTAH 36-163 | Gas Well | P | 36 | 14 | S | 8 | E |
| 43-007-30317-00-00 | UTAH 36-164 | Gas Well | P | 36 | 14 | S | 8 | E |
| 43-007-30318-00-00 | UTAH 36-165 | Gas Well | P | 36 | 14 | S | 8 | E |
| 43-007-30144-00-00 | UTAH 36-9-5 | Gas Well | P | 36 | 14 | S | 9 | E |
| 43-015-30341-00-00 | UTAH 4-280 | Gas Well | P | 4 | 16 | S | 9 | E |
| 43-015-30342-00-00 | UTAH 4-282 | Gas Well | P | 4 | 16 | S | 9 | E |
| 43-007-30384-00-00 | UTAH 5-205 | Gas Well | P | 5 | 15 | S | 9 | E |
| 43-007-30269-00-00 | UTAH 5-94 | Gas Well | P | 5 | 15 | S | 10 | E |
| 43-007-30270-00-00 | UTAH 5-95 | Gas Well | P | 5 | 15 | S | 10 | E |
| 43-007-30271-00-00 | UTAH 5-96 | Gas Well | P | 5 | 15 | S | 10 | E |
| 43-007-30217-00-00 | UTAH 6-38 | Gas Well | P | 6 | 15 | S | 10 | E |
| 43-007-30218-00-00 | UTAH 6-39 | Gas Well | P | 6 | 15 | S | 10 | E |
| 43-007-30219-00-00 | UTAH 6-40 | Gas Well | P | 6 | 15 | S | 10 | E |
| 43-007-30254-00-00 | UTAH 6-41 | Gas Well | P | 6 | 15 | S | 10 | E |
| 43-007-30235-00-00 | UTAH 7-57 | Gas Well | P | 7 | 15 | S | 10 | E |
| 43-007-30236-00-00 | UTAH 7-58 | Gas Well | P | 7 | 15 | S | 10 | E |
| 43-007-30237-00-00 | UTAH 7-59 | Gas Well | P | 7 | 15 | S | 10 | E |
| 43-007-30238-00-00 | UTAH 7-60 | Gas Well | P | 7 | 15 | S | 10 | E |
| 43-007-30275-00-00 | UTAH 8-100 | Gas Well | P | 8 | 15 | S | 10 | E |
| 43-007-30410-00-00 | UTAH 8-230 | Gas Well | P | 8 | 15 | S | 9 | E |
| 43-007-30272-00-00 | UTAH 8-97 | Gas Well | P | 8 | 15 | S | 10 | E |
| 43-007-30285-00-00 | UTAH 8-98X | Gas Well | P | 8 | 15 | S | 10 | E |
| 43-007-30274-00-00 | UTAH 8-99 | Gas Well | P | 8 | 15 | S | 10 | E |
| 43-007-30413-00-00 | UTAH 9-228 | Gas Well | P | 9 | 15 | S | 9 | E |
| 43-007-30414-00-00 | UTAH 9-229 | Gas Well | P | 9 | 15 | S | 9 | E |
| 43-007-30279-00-00 | WILLIAMS 30-78 | Gas Well | P | 30 | 14 | S | 10 | E |
| 43-007-30481-00-00 | WOOLSTENHULME 05-266 | Gas Well | P | 5 | 15 | S | 10 | E |
| 43-015-30250-00-00 | UTAH 16-110 | Gas Well | Shut In | 16 | 16 | S | 9 | E |



United States Department of the Interior

BUREAU OF LAND MANAGEMENT

Eastern States Office
7450 Boston Boulevard
Springfield, Virginia 22153

IN REPLY REFER TO
3106.8(932.34)WF

January 16, 2003

NOTICE

| | | |
|------------------------------|---|------------------|
| ConocoPhillips Company | : | Oil & Gas Leases |
| P.O. Box 7500 | : | |
| Bartlesville, Oklahoma 74005 | : | |

Merger/Name Change Recognized

Acceptable evidence was received in this office on January 14, 2003, concerning the change of name of Phillips Petroleum Company to **ConocoPhillips Company** and the merger of **Conoco Incorporated** into **ConocoPhillips Company** on Federal oil and gas leases, with **ConocoPhillips Company** being the surviving entity.

The Secretary of the State of Delaware certified the effective date of this merger effective December 31, 2002.

The oil and gas lease files identified on the enclosed exhibit have been noted to the merger. The exhibit was compiled from a list of leases obtained from your list of leases. Eastern States has not abstracted the lease files to determine if the entities affected by this merger hold an interest in the leases identified nor have we attempted to identify leases where the entities are the operator on the ground maintaining no vested record title or operating rights interest. We are notifying the Minerals Management Service and all applicable Bureau of Land Management offices of this merger and name change by a copy of this notice. If additional documentation for changes of operator are required by our Field Offices, you will be contacted by them.

If you identify other leases in which the merging entity maintain an interest, please contact this office and we will appropriately document those files with a copy of this Notice.

By Operation of law the name of the principal on Nationwide Oil and Gas Bond held by Conoco Incorporated (ES0085) has been changed to ConocoPhillips Company.

If you have any questions, please contact Bill Forbes at 703-440-1536.

S/ Wilbert B. Forbes

Wilbert B. Forbes
Land Law Examiner
Branch of Use Authorization
Division of Resources Planning, Use
and Protection

bc: JFO, BLM State Offices, MMS, ES RF, 930 RF, ES-932;
Bforbes:wbf:01/16/03;440-1536/ConocoPhillips Co

OPERATOR CHANGE WORKSHEET

ROUTING

1. GLH

2. CDWt/

3. FILE

Change of Operator (Well Sold)

Designation of Agent/Operator

Operator Name Change

X MergerThe operator of the well(s) listed below has changed, effective: **12-31-02****FROM: (Old Operator):**

PHILLIPS PETROLEUM COMPANY

Address: 980 PLAZA OFFICE

BARTLESVILLE, OK 74004

Phone: 1-(918)-661-4415

Account No. N1475

TO: (New Operator):

CONOCOPHILLIPS COMPANY

Address: P O BOX 2197, WL3 4066

HOUSTON, TX 77252

Phone: 1-(832)-486-2329

Account No. N2335

CA No.

Unit: **DRUNKARDS WASH****WELL(S)**

| NAME | SEC TWN RNG | API NO | ENTITY NO | LEASE TYPE | WELL TYPE | WELL STATUS |
|-----------------|----------------|--------------|--------------|---------------|--------------|----------------|
| USA 26-424 | 26-14S-08E | 43-007-30620 | 11256 | FEDERAL | GW | P |
| UTAH 27-457 | 27-14S-08E | 43-007-30712 | 11256 | STATE | GW | P |
| UTAH 27-458 | 27-14S-08E | 43-007-30714 | 11256 | STATE | GW | P |
| UTAH 27-520 | 27-14S-08E | 43-007-30777 | 11256 | STATE | GW | P |
| UTAH 34-493 | 34-14S-08E | 43-007-30778 | 11256 | STATE | GW | P |
| USA 34-434 | 34-14S-08E | 43-007-30621 | 11256 | FEDERAL | GW | P |
| UTAH 34-456 | 34-14S-08E | 43-007-30713 | 11256 | STATE | GW | P |
| USA 35-248 | 35-14S-08E | 43-007-30582 | 11256 | FEDERAL | GW | P |
| USA 35-328 | 35-14S-08E | 43-007-30583 | 11256 | FEDERAL | GW | P |
| USA 35-396 | 35-14S-08E | 43-007-30584 | 11256 | FEDERAL | GW | P |
| USA 35-397 | 35-14S-08E | 43-007-30585 | 11256 | FEDERAL | GW | P |
| UTAH 36-162 | 36-14S-08E | 43-007-30315 | 11256 | STATE | GW | P |
| UTAH 36-163 | 36-14S-08E | 43-007-30316 | 11256 | STATE | GW | P |
| UTAH 36-164 | 36-14S-08E | 43-007-30317 | 11256 | STATE | GW | P |
| UTAH 36-165 | 36-14S-08E | 43-007-30318 | 11256 | STATE | GW | P |
| UTAH 02-406 | 02-14S-09E | 43-007-30606 | 11256 | STATE | GW | P |
| UTAH 02-405 | 02-14S-09E | 43-007-30607 | 11256 | STATE | GW | P |
| UTAH 02-404 | 02-14S-09E | 43-007-30608 | 11256 | STATE | GW | P |
| UTAH 02-403 | 02-14S-09E | 43-007-30609 | 11256 | STATE | GW | P |
| RITZAKIS 03-408 | 03-14S-09E | 43-007-30509 | 11256 | FEE | GW | P |

OPERATOR CHANGES DOCUMENTATION

Enter date after each listed item is completed

1. (R649-8-10) Sundry or legal documentation was received from the **FORMER** operator on: 01/08/2003
2. (R649-8-10) Sundry or legal documentation was received from the **NEW** operator on: 01/08/2003
3. The new company has been checked through the **Department of Commerce, Division of Corporations Database** on: 02/03/2003
4. Is the new operator registered in the State of Utah: YES Business Number: 562960-0143
5. If **NO**, the operator was contacted on: _____

6. (R649-9-2)Waste Management Plan has been received on: IN PLACE

7. **Federal and Indian Lease Wells:** The BLM and or the BIA has approved the merger, name change, or operator change for all wells listed on Federal or Indian leases on: 01/14/2003

8. **Federal and Indian Units:**

The BLM or BIA has approved the successor of unit operator for wells listed on: 01/14/2003

9. **Federal and Indian Communization Agreements ("CA"):**

The BLM or BIA has approved the operator for all wells listed within a CA on: 01/14/2003

10. **Underground Injection Control ("UIC")** The Division has approved UIC Form 5, **Transfer of Authority to Inject**, for the enhanced/secondary recovery unit/project for the water disposal well(s) listed on: N/A

DATA ENTRY:

1. Changes entered in the **Oil and Gas Database** on: 02/06/2003
2. Changes have been entered on the **Monthly Operator Change Spread Sheet** on: 02/06/2003
3. Bond information entered in RBDMS on: N/A
4. Fee wells attached to bond in RBDMS on: N/A

STATE WELL(S) BOND VERIFICATION:

1. State well(s) covered by Bond Number: 8140-60-24

FEDERAL WELL(S) BOND VERIFICATION:

1. Federal well(s) covered by Bond Number: 8015-16-69

INDIAN WELL(S) BOND VERIFICATION:

1. Indian well(s) covered by Bond Number: N/A

FEE WELL(S) BOND VERIFICATION:

1. (R649-3-1) The **NEW** operator of any fee well(s) listed covered by Bond Number 6196922
2. The **FORMER** operator has requested a release of liability from their bond on: N/A
The Division sent response by letter on: N/A

LEASE INTEREST OWNER NOTIFICATION:

3. (R649-2-10) The **FORMER** operator of the fee wells has been contacted and informed by a letter from the Division of their responsibility to notify all interest owners of this change on: N/A

COMMENTS:

STATE OF UTAH
DIVISION OF OIL, GAS AND MINING

ORIGINAL

SUNDRY NOTICES AND REPORTS ON WELLS

Do not use this form for proposals to drill new wells, deepen existing wells, or to reenter plugged and abandoned wells.
Use APPLICATION FOR PERMIT TO DRILL OR DEEPEN form for such proposals.

5. Lease Designation and Serial Number:

ML-47795

6. If Indian, Allottee or Tribe Name:

N/A

7. Unit Agreement Name:

UTU67921X Drunkards Wash

8. Well Name and Number:

UTAH 02-405

9. API Well Number:

43-007-30607

10. Field or Pool, or Wildcat:

Drunkards Wash

1. Type of Well: OIL ☐ GAS ☐ OTHER ☒

2. Name of Operator:

ConocoPhillips Company

3. Address and Telephone Number:

6825 South 5300 West, P.O. Box 851, Price, UT 84501 (435) 613-9777

4. Location of Well
Footages:

1975' FSL, 1249' FWL

QQ, Sec., T., R., M.:

NW/SW, Sec.02, T14S, R09E, SLB&M

County: Carbon County

State: Utah

11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPORT, OR OTHER DATA**NOTICE OF INTENT**
(Submit in Duplicate)

- | | |
|--|--|
| <input type="checkbox"/> Abandon | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Csg |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Recomplete |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Multiple Completion | <input type="checkbox"/> Water Shut-Off |
| <input type="checkbox"/> Other _____ | |
- Approximate date work will start _____

SUBSEQUENT REPORT
(Submit Original Form Only)

- | | |
|---|--|
| <input type="checkbox"/> Abandon * | <input type="checkbox"/> New Construction |
| <input type="checkbox"/> Repair Casing | <input type="checkbox"/> Pull or Alter Csg |
| <input type="checkbox"/> Change of Plans | <input type="checkbox"/> Reperforate |
| <input type="checkbox"/> Convert to Injection | <input type="checkbox"/> Vent or Flare |
| <input type="checkbox"/> Fracture Treat or Acidize | <input type="checkbox"/> Water Shut-Off |
| <input checked="" type="checkbox"/> Other <u>Chemical/Flush Treatment</u> | |
- Date of work completion 07/15/05

Report results of Multiple Completions and Recompletions to different reservoirs on WELL COMPLETION OR RECOMPLETION REPORT AND LOG form.

* Must be accompanied by a cement verification report.

12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS (Clearly state all pertinent details, and give pertinent dates. If well is directionally drilled, give subsurface locations and measured and true vertical depths for all markers and zones pertinent to this work.)

Please be advised that the above referenced well was chemically treated with 1600 gallons of low Ph fluid & 250 gallons of 15% HCL on 07/18/2005.

13.

Name & Signature: Lynnette AllredTitle: Sr. Operations AssistantDate: 08/04/05

(This space for state use only)

RECEIVED

AUG 11 2005

DIV. OF OIL, GAS & MINING